

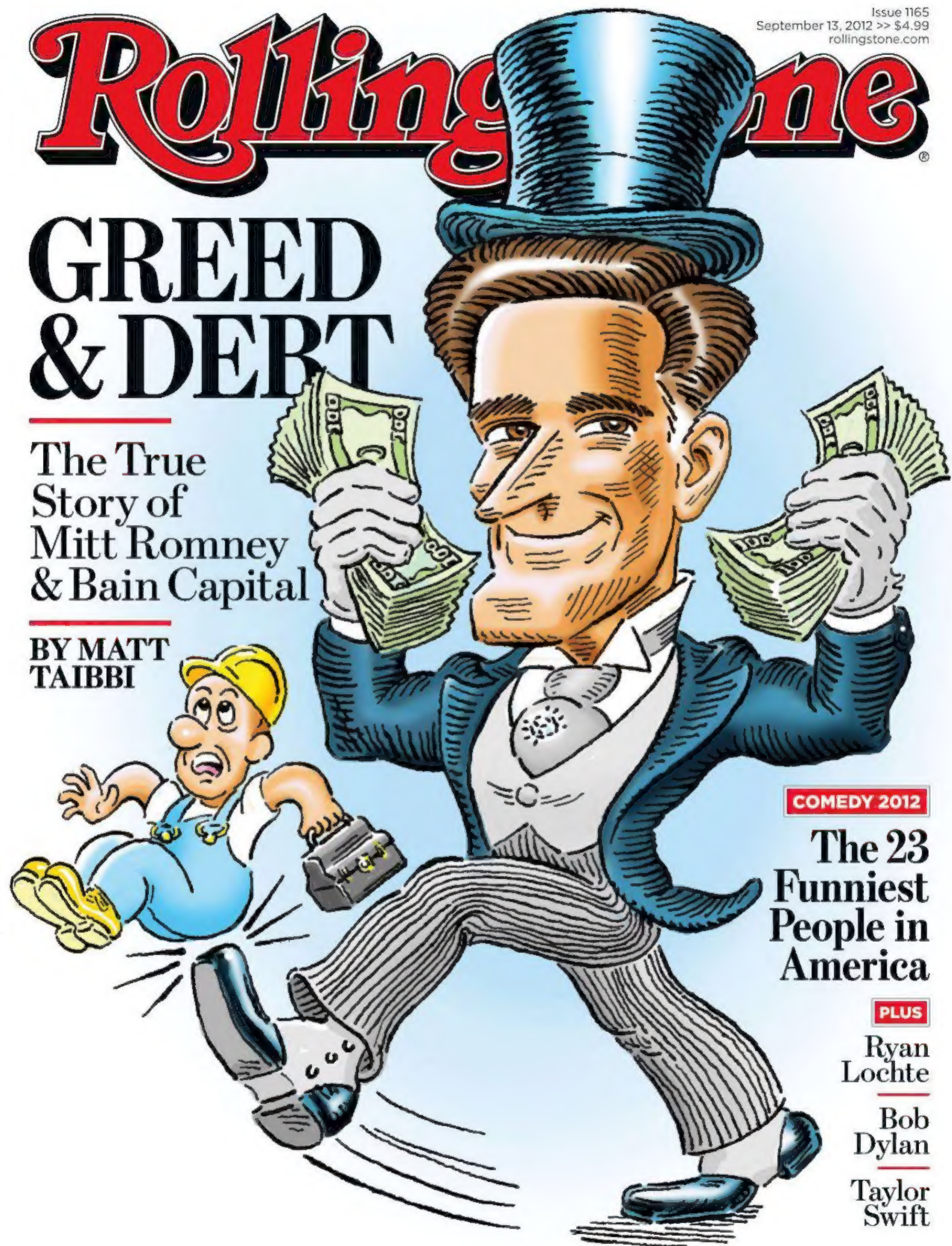
Rolling Stone

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GREED & DEBT

The True
Story of
Mitt Romney
& Bain Capital

BY MATT
TAIBBI



COMEDY 2012

The 23
Funniest
People in
America

PLUS

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Lochte

Bob
Dylan

Taylor
Swift

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MAIN OFFICES
 1290 Avenue of the Americas, New York, NY 10104-0208
 212-484-1616
NATIONAL MUSIC ADVERTISING: 441 Lexington Ave., New York, NY 10017, 212-490-1715
DIRECT-RESPONSE ADVERTISING: 212-484-3418
REGIONAL OFFICES
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Does it lead to harder stuff?

REALITY CHECK

POT: FACTS AND MYTHS

Is marijuana actually a gateway drug? Does it lead to crime and delinquency? Are users at risk of getting cancer? Is it legal in Holland and Portugal? ROLLING STONE debunks the 10 biggest myths about America's most popular drug.

MOVIES

THE BIGGEST MOVIES OF THE FALL

Peter Travers previews this season's potential blockbusters, from *The Hobbit* and *Twilight: Breaking Dawn II* to the new James Bond film.



The Hobbit



Cee Lo, Adam Levine

THE RETURN OF THE VOICE

With *American Idol* on the ropes, can *The Voice* emerge as America's favorite talent show? The show's third season premieres on September 10th. Check out our weekly recaps.

MUSIC

YOUR FAVORITE STONES ALBUMS

Our readers chose their top 10 Rolling Stones records, from *Let It Bleed* to *Their Satanic Majesties Request* (really!).



Mick and Keith



TAYLOR SWIFT'S NEW JAM

Ed Sheeran tells the story behind his upcoming duet with Swift. "She's a very warm soul," he says.

10 WAYS ARTISTS MAKE MONEY

With record sales plummeting to new lows, check out how artists actually help pay their bills.



VIDEO: PERRY FARRELL

The Jane's Addiction frontman gives his best advice to the two Women Who Rock finalists.



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NEW EPISODE
PREMIERE

SEPT 11 | TUESDAYS 9/8c



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Different is...

the new normal

From the creator of *Glee*



PREMIERE

SEPT 11

TUESDAYS

9:30/8:30c

WE  COMEDY

CORRESPONDENCE LOVE LETTERS & ADVICE



Good Chemistry

WOW! BRYAN CRANSTON AND Aaron Paul on the cover of RS ["Chemical Brothers," RS 1163]. I've been mesmerized by *Breaking Bad* since "Mr. White," wearing skivvies and a gas mask, commandeered the cookmobile along that desert road. It's a true eyes-on-the-screen-at-all-times series.

Nina Poole, via the Internet

BRIAN HIATT HAS DONE IT again. In a time of TV mental fast food and pseudo-reality shows (and pseudo-ephedrine), *Breaking Bad* stands out – it's more addictive than that crazy blue meth.

Aaron Leach, via the Internet

I'M A YOUNG BURQUENO, and *Breaking Bad* is the most exciting thing I've seen happen to my beloved little city. Anyone who says they make our city look bad can kiss my ass.

Mark Acosta, Albuquerque

KUDOS FOR A GREAT STORY on the best show on TV. My only question is, were Aaron Paul and Lars Ulrich separated at birth?

*Robert Puentes
Cathedral City, CA*

Hugging Saint

I WAS STOKED TO READ David Amsden's "The Big Squeeze" [RS 1163]. I'd hoped he would mention that Amma

The Trials of Sheriff Joe

SHERIFF JOE ARPAIO MAY HAVE TOLD CONTRIBUTING editor Joe Hagan that he welcomed controversy, but when Arpaio read "The Long, Lawless Ride of Sheriff Joe" [RS 1163], he tweeted, "Joe Hagan is a young reporter who took some of my comments out of context. Rollingstone magazine portrayal was ugly but so predictable." Hagan promptly tweeted back, "What was taken out of context?" Arpaio never responded.



I FOUND YOUR ARTICLE about Sheriff Arpaio very liberating. I feel for the Mexican community that makes up much of our state. The fear they live with is straight out of the segregated South.

Carol Riley, Phoenix

BOTH MY FATHER AND father-in-law are retired law-enforcement officials with a combined 60-plus years. It is despicable that a man like Joe Arpaio is helping to further turn public sentiment against public servants.

Marty Sheffield, Fort Worth, TX

MAKING TED NUGENT A "special deputy" should be proof enough that Arpaio shouldn't hold any elected office, let alone be Maricopa

County sheriff. Cheers to RS for this great piece.

Ed F., Phoenix

CAN YOU IMAGINE? A sheriff who is paid to uphold the law is actually upholding the law. I'm not in favor of some of Arpaio's tactics, but I applaud his courage.

Stan Atkins, via the Internet

AS A MEXICAN-AMERICAN, I feel sick that others don't acknowledge Arpaio's racism. Thanks, RS, for letting us know what's going on.

*Jannet Granados
Livingston, TX*

SHERIFF ARPAIO IS SO starved for attention, he makes Kim Kardashian look like J.D. Salinger.

*Tom J. Intihar
Brooklyn Park, MN*

is also an amazing singer. To quote the article, "Amma's hugging tours have become like Grateful Dead or Phish shows." You don't need to drop LSD, just get a hug from Amma. That will change your reality.

Jessie Groeschel, Arcata, CA

AMSDEN'S UNDERLYING tone of skepticism about Amma is understandable: I was skeptical when I first met her, in

1996. Amma has done so much to lift up those who come to see her. Looking for the secrets behind her "magic" without elucidating the impact of her efforts paints a biased picture.

*Eswar Cortelyou
Port Townsend, WA*

AMSDEN'S ARTICLE IS HIGHLY one-sided and does not mention the selfless service that is being performed. Amma in-

spires people to spread goodness. No one is forced to volunteer or leave the ashram. People leave because they are unable to make the sacrifices required to serve the needy.

*Lalitha Subramanian
Danville, CA*

AMMA'S A BULLY. NOT AN overt "gimme your lunch money" one, but subtly dominating. Her beliefs are narcissistic, but her followers won't notice. It's a cult-y dynamic too common in the New Age world.

*Christopher Aquilino
Peekskill, NY*

I'VE ALWAYS READ "ROLLING Stone" for the album reviews and music features. But the features and investigative reporting – like the exposé on Amma – are just phenomenal. It shows that there are still entities out there that do their homework.

Christopher LaFuria, Erie, PA

War on Pot

OBAMA'S FLIP-FLOP ON medical marijuana ["Are Voters Going to Pot?" RS 1163] is thoroughly depressing. I hope voters will push back this fall.

Connie Douglas, via the Internet

Taibbi Shrugs

MATT TAIBBI IS PROBABLY the greatest political journalist of our time. I'm always blown away by his writing. Still, I couldn't disagree more with his essay "Batman Shrugged" [RS 1163]. There's no hidden political message in *The Dark Knight Rises*, just a great story and intricate characters.

Sterling Black, Arvada, CO

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77

BIG BROTHERS ARE LIKE
ROCKSTARS ON TWO WHEELS:
SLEEK, SEXY, NOISY!

Death Punch

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LATEST ALBUM, AMERICAN CAPITALIST,
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VICTORY HOOKS IT UP

Back in May we asked you to vote
which **guitar** and his custom Gibson
Guitar should inspire a custom-built Vic-



tory Motorcycle.
Gibson Hook and
his signature Gibson
Explorer guitar
nod and the Vic-
tory design team
got to work!

Hook was bull-
ish about winning:
"I can honestly say

I thought I was the perfect candidate. I

love bikes and my signature Gibson Ex-
plorer is badass." He collaborated with
the Victory design team, shared his ideas
as to what would make the build extra
special, but then stepped back and let the
pros do their thing.

He was not disappointed: "When I first
saw the bike, I think my jaw hit the floor.
The color and detail was just awesome.
The leather 5FDP seat is so sweet."

The Victory design team dove deep
into Hook's and the band's overall
aesthetic, as well as the military mo-
tif that dominated Gibson's guitar, for their

initial inspiration.

Greg Brew, Director of Design for
Victory Motorcycles adds, "Then we got
all pumped up and carried away, adding
a decked out seat, a 21" front wheel, cus-
tom front fender, and the whole bike was
painstakingly layered and sanded into
this beautifully weathered finish."

Brew admits to being particularly
"geeked" about the seat but claims it is
the bike in its entirety—and the theme
itself—that has him fired up about the
end result: a bike that he says would say
"Let's rip it up!" if it could speak!



THIS BIKE WILL BE AUCTIONED OFF WITH ALL PROCEEDS GOING TO **THE GIBSON FOUNDATION** TO SUP-
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THE PLAYLIST

OUR FAVORITE SONGS, ALBUMS AND VIDEOS RIGHT NOW

1. Ellie Goulding

"Anything Could Happen"

The breathy British dance-pop star (and Skrillex's boo!) is killing the U.S. charts with her glitter-caked single "Lights." This first blast from her follow-up album, due out October 9th, sounds even bigger - with a frosty beat that steadily builds up to a gigantic, gravity-defying hook.



2. Green Day

"Oh Love" video

In their very ooh-la-la new clip, Green Day bust out some serious power chords for a roomful of languid models. Wait till they hear that these guys have *three* new albums on the way!



3. Animal Collective

"Monkey Riches"

AC are back and more synergic than ever. Check this choice cut, packed with sneaky, catchy melodies and mutant synth wobbles.

4. Pussy Riot

"Putin Lights Up the Fires"

These Russian punks unleashed a raging new tune the same day they were sentenced to two years in prison for their last protest. How punk is *that*?

5. Bruce Springsteen

"Jungleland" (YouTube)

E Street sax man Jake Clemons named his late uncle Clarence's epic solo when the band rolled through Foxborough, Massachusetts, recently. Goose bumps.



6. Y.N. RichKids

"Hot Cheetos and Takis"

Rap-dorable! On their YouTube smash, these lil' MCs (actually Minneapolis school kids) go totally H.A.M. on rhymes about spicy snacks: "Munchin' on my Takis like I just don't care/Then I walked up to your girl and she asking me to share." Jam of the summer.



7. Ultraísta

"Bad Insect"

Radiohead studio magician Nigel Godrich has a new band? Dig this trippy, blissed-out groove, kids.

8. Muse

"Madness"

Muse's new electro ballad is like *Achtung Baby*-era U2 with some extra wub factor. Subwoofer-ready!



OF KIDS FROM TOP LEFT
5 MON ENH: TT NO. 1, PET. 2
"AV. N. BONE HARR" S. OTT
RED FERN, J. L. TTY IMAGES



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and now there's another way to love it.

Starbucks Pumpkin Spice Latte is back, and now there's another way to love it. Starbucks Pumpkin Spice Latte is back, and now there's another way to love it.



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Rock & Roll

FEARLESS
Swift in
Australia

Taylor Swift's Bold New Direction

How the pop superstar is turning bad romance into chart gold By Patrick Doyle

TWENT THROUGH A FEW roller coasters," says Taylor Swift, reflecting on her relationships over the past two years. She channeled the turmoil into her fourth studio LP, *Red*, out October 22nd. "Trying to chronicle each step of the way was challenging, because you go to some really dark places with the lyrics. Then in the next track, you're talking about how amazing it is to meet somebody new." ★ After writing [Cont. on 18]

TAYLOR SWIFT

[Cont. from 17] 2010's smash *Speak Now* by herself, Swift veered in the opposite direction, co-writing with pop hitmakers such as Max Martin and Adele collaborator Dan Wilson. She wound up with nearly 40 potential songs; in between stops on the yearlong world tour that she wrapped in March, Swift joined her writing partners in L.A. and Nashville. "I felt like an apprentice," Swift says. "They taught me so much about melodic sense, and they let me do what I love, which is the lyrics."

The result is Swift's most eclectic set ever, ranging from "State of Grace," a howling, U2-style epic with reverb-drenched guitars, to a sweet acoustic duet with U.K. singer Ed Sheeran. Another key track even features a dub-step-inspired bass breakdown. So far, the new direction isn't hurting Swift's

"Love is a mystery," Swift says. "That's why I like to write about it."

career: Lead single "We Are Never Ever Getting Back Together," a bitter breakup anthem with a hip-hop-flavored Max Martin beat, has shattered chart records, selling a stunning 623,000 digital singles in its first week. To Swift, the musical excursions aren't surprising, given how much hip-hop and R&B she listens to. "I have so many playlists full of Rihanna, Nicki Minaj, Lil Wayne, Chris Brown," she says. "I love Wiz Khalifa."

Lyricaly, the album is full of Swift's usual themes of romance and heartbreak. "I know general things about love," she says. "How to treat people well, what you deserve and when to walk away. Other than that, love is a complete mystery – and that's why I like to write about it."

Swift has spent much of the summer with her new boyfriend, Conor Kennedy (the son of Robert F. Kennedy Jr.), in Hyannis Port, Massachusetts. She's even looked into buying a house near the Kennedy compound. "That would be so amazing," she says. But Swift won't be resting for long: She's already thinking about how to top her last tour, which featured aerialists, costume changes and a mock wedding onstage every night. "I really want to go out on the road in the spring," she says. "After I write a song, I always end up laying awake at night thinking, 'What are the lighting cues going to be on this? How big is the pit going to be?' I have been thinking of some big moments that are going to happen."

Tom Morello Rages Against Paul Ryan

Guitarist takes on Romney's VP pick – the world's most unlikely Rage fan

BY TOM MORELLO

PAUL RYAN'S LOVE OF RAGE Against the Machine is amusing, because he is the embodiment of the machine that our music has been raging against for two decades. Charles Manson loved the Beatles but didn't understand them. Gov. Chris Christie loves Bruce Springsteen but doesn't understand him. And Paul Ryan is clueless about his favorite band, Rage Against the Machine.

Ryan claims that he likes Rage's sound but not the lyrics. Well, I don't care for Paul Ryan's sound or his lyrics. He can like whatever bands he wants, but his guiding vision of shifting revenue more radically to the one percent is antithetical to the message of Rage.

I wonder what Ryan's favorite Rage song is? Is it the one where we condemn the genocide of Native Americans? The one lambasting American imperialism? Our cover of "Fuck tha Police"? Or is it the one where we call on the people to seize the means of production? So many excellent choices to jam out to at Young Republican meetings!

Don't mistake me, I clearly see that Ryan has a whole lotta "rage" in him: A rage against women, a rage against immigrants, a rage against workers, a rage against gays, a rage against the poor, a rage against the environment. Basically, the only thing he's not raging against is the privileged elite he's groveling in front of for campaign contributions.

You see, the super-rich must rationalize having more than they could ever spend, while millions of children in the U.S. go to bed hungry every night. So, when they look themselves in the mirror, they convince themselves that "those people are undeserving. They're...lesser." Some of these guys on the extreme right are more cynical than Paul Ryan, but he seems to really believe in this stuff. This un-



TESTIFY: "Paul Ryan is the embodiment of the machine that our music rages against."

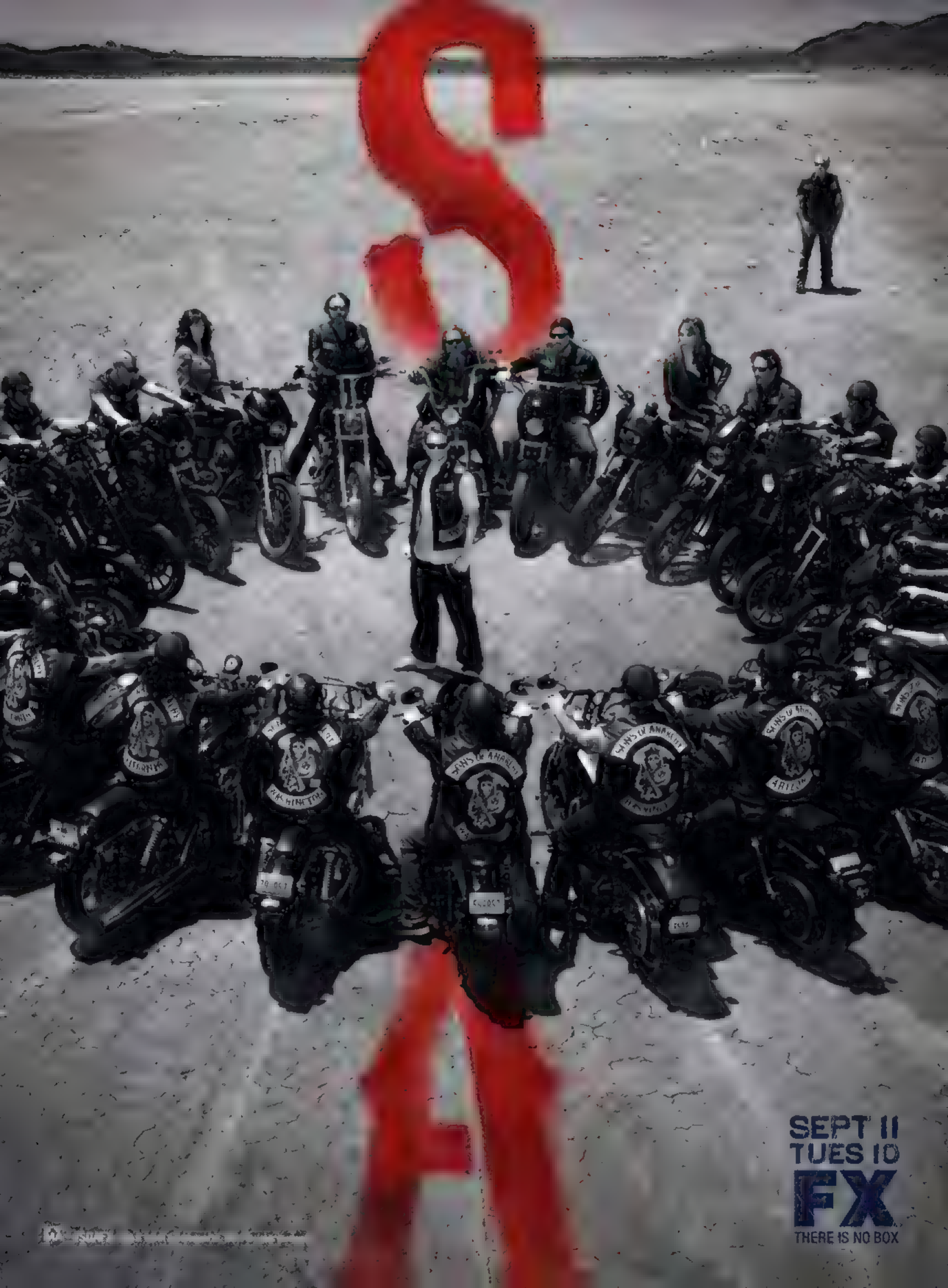


bridled rage against those who have the least is a cornerstone of the Romney-Ryan ticket.

But Rage's music affects people in different ways. Some tune out what

the band stands for and concentrate on the moshing and throwing elbows in the pit. For others, Rage have changed their minds and their lives. Many activists around the world, including organizers of the global Occupy movement, were radicalized by Rage Against the Machine and work tirelessly for a more humane and just planet. Perhaps Ryan was moshing when he should have been listening.

My hope is that maybe Paul Ryan is a mole. Maybe Rage did plant some sensible ideas in this extreme-fringe right-wing nut-job. Maybe, if elected, he'll pardon Leonard Peltier. Maybe he'll throw U.S. military support behind the Zapatistas. Maybe he'll fill Guantanamo Bay with the corporate criminals that are funding his campaign – and then torture them with Rage music 24/7. That's one possibility. But I'm not betting on it.



SEPT 11
TUES 10
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SOCIAL MEDIA

MEET THE MEAN QUEEN OF TWITTER

'Less Than Zero' author Bret Easton Ellis' tweets are a master class on the form

If Twitter is a cocktail party, too many of us are just handing out business cards. Bret Easton Ellis is the guy you want to talk to: the one in the corner, making scandalously funny comments sotto voce. Like "I have not taken Ayn Rand seriously since college but now in the desert looking at pics of Paul Ryan in a bathing suit, I've changed my mind." Or "Having sex while 'Game of Thrones' is on is a really bad idea."



Famous for his novels *Less Than Zero* and *American Psycho*, Ellis is big on the notion of "post-Empire" behavior: basically, that people should be free to ignore the rules of cultural gatekeepers and do things like interrupt Taylor Swift at awards shows. And with more than 1,200 tweets in the past nine months, Ellis has accrued a lot of post-Empire commentary. He posted that Stanley Kubrick was gay and analyzed his films from that perspective. He so infuriated influential Hollywood blogger Nikki Finke by announcing they lived in the same building, she tried to get the ICM agency to drop him. After he didn't get the job writing the screenplay for the *Fifty Shades of Grey* adaptation, he ranted at length about the merits of casting gay actor Matt Bomer as the lead (he was against it, mostly). The controversy that ensued was predictable but worthwhile, because it provoked Ellis to make this confession: "I honestly thought that when I first watched it, that 'The Big Bang Theory' was about four gay dudes who work at Caltech and a butch waitress."

Ellis shrugs off praise for his tweets, saying that 99 percent of them are spontaneous reactions. "It's an amusement," he tells *Rolling Stone*. "It's just something I do when I'm kinda bored, sitting at my desk, unable to work."

GAVIN EDWARDS

The Most Psychedelic Light Show of All Time

Get ready for a flashback – the Fillmore East's trippy lights are returning to NYC

THE JOSHUA LIGHT Show – those swirling psychedelic backdrops that exploded fans' minds at New York's Fillmore East in the Sixties – are staging a comeback. For four nights in September, artists including Lou Reed and MGMT's Ben Goldwasser and Andrew VanWyngarden will play NYU's Skirball Center as founder Joshua White's kaleidoscopic images are projected on a huge screen behind them. "We saw Spectrum perform with them a couple of years ago, and it made our faces melt," says Goldwasser. "A good light show helps guide people into unfamiliar musical territory and increases their attention spans."

For White, the NYU gigs are a sort of redemption. "We wanted to provide visuals that were on the same rich level as the music," he recalls of the original light show. "But after Woodstock, bands started



CLOSE ENCOUNTERS Janis Joplin at Fillmore East (left); Supersilent backed by the revived Joshua Show (above)



to play 20,000-seat arenas, where it's all about big lights, smoke effects and big hair. The light show was dismissed or ignored for years." White's setup remains essentially unchanged: He and his crew use lenses, mirrors, oil-and-water mixtures and overhead projectors to create their trippy, lovely effects, improvising along with the music. "Back then, we were working with musicians who played – they didn't perform," says White, who went on to direct episodes of *Seinfeld* and *The Original Max Talking Headroom Show*. "A whole new group of musicians are doing that now. When I'm doing it, I'm 25 again. I go into that zone. It's like a drug." **DAVID BROWNE**

the Game of LIFE

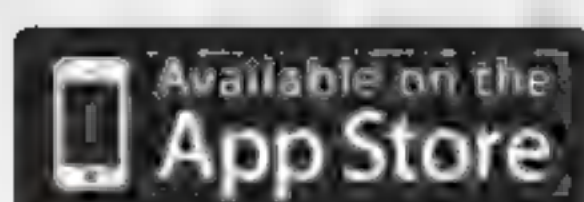
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The Nerdist Rises: Inside a Geek Empire

MEDIA How Chris Hardwick turned a deep obsession with nerd culture into major Hollywood clout

THERE'S NO QUESTION ABOUT it, the nerds have won," Chris Hardwick says with a triumphant chortle. "Mobile devices, video games, comic books being turned into movies, even the technology that delivers Kim Kardashian to the mouth-breathers, it's all based on nerd culture." Hardwick, basically, is Hollywood's geek-in-chief. In July, his company, Nerdist Industries, was acquired by Legendary Entertainment, co-creators of Christopher Nolan's Batman trilogy, which will allow Hardwick to develop Hollywood films. (He's already dated the hotter-than-Princess Leia actress Chloe Dykstra.) In a world of nerds, Hardwick is the Brad Pitt.

After an inauspicious start in show business — he co-hosted *Singled Out*, MTV's dignity-destroying dating show — Hardwick, 40, has developed a multiplatform empire. Nerdist encompasses a website, a YouTube channel, a network of podcasts and live events, including a weekly comedy show at Meltdown Comics in L.A. Outside his own network, Hardwick hosts AMC's zombie-themed *Talking Dead* and a series of Nerdist broadcasts for BBC America.

These days, even supermodels claim to have once been nerds, but Hardwick's credentials are unquestionable. He was the 1983 Memphis City Junior High chess champion and was so undersize as an eighth-grader, he took gym with sixth-grade kids. "I was basically a homing beacon for punches," he recalls. "Coming out of chess club one time, a kid shoved me in the mud and threw my bag of chess pieces. I



Ridin' nerdy:
Hardwick

was so traumatized that I feigned illness so my mother would pick me up from school."

Hardwick, who claims he "was born on the starship *Enterprise*," sees the deal with Legendary as a chance to develop sci-fi comedies in the tradition of *Galaxy Quest*, "a perfect movie." He has a one-hour stand-up special this fall on Comedy Central, where he's also doing a pilot, a "weekly nerd-culture wrap-up show," which he describes this way: "It's like *The Daily Show* and *Colbert* got really hammered and had a three-way with *Attack of the Show*!" Hardwick will never again have to feign illness.

ROB TANNENBAUM

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GAMING

Ever wanted to get your Blofeld on and try to destroy humanity with a global pandemic? Well, you do now! In the ridiculously dark new iOS game *Plague Inc.* — which has sold more than 1.3 million downloads — you use Risk-like strategy to deploy a pathogen (choose from types including a bacteria, bioweapon and — eww — a fungus), evolve its deadly capabilities and try to outrun humanity's race for a cure. The simulation is highly realistic — the tougher the difficulty setting, for instance, the more often people wash their hands. When we all die, you win. Game on!

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RITA ORA

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RITA ORA'S STYLE

Rita's personal style is a mix of streetwear and high fashion. She is a rising star in the pop world. She is a mix of street smarts and pure, urgent talent. Her music is a mix of pop, R&B, and soul. She is a rising star in the pop world. She is a mix of street smarts and pure, urgent talent. Her music is a mix of pop, R&B, and soul.

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KARMIN IGNITED THE BLOGOSPHERE WITH AMY HEIDMAN rapping at top speed alongside bandmate (and fiancé) Nick Noonan on a tube cover of "Look At Me Now." In addition to a whirlwind of appearances and performances, the self-proclaimed "pop-srag" duo has been busy cutting original tracks, including the recent club smash "Hello."

AMY HEIDMAN'S STYLE

A fearless mix of 1940's glamour and old school hip-hop, Amy throws in a twist with signature hairstyles that are neither trendy nor retro.

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KARMIN



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ROLLINGSTONE.COM/WOMENWHOROCK

Meet the Canadian duo behind one of the year's hottest debut albums

TWO YEARS AGO, PURITY Ring's Corin Roddick was driving around Canada with his old band, bored out of his mind. "I was in a van for hours at a time," says the buzzy Montreal synth-pop duo's producer, 21. "I'd always wanted to learn how to write melodies and chords, and I had my laptop, so I began to make computer music."

Roddick sent the first track he finished to Purity Ring's other half – singer-songwriter Megan James, an acquaintance from the Edmonton, Alberta, music scene – then treated the vocals she laid down with eerie distortion, creating a warped ballad that they called “Ungirthed.” “When I heard the parts she’d written, I was like, ‘Yeah, let’s be a band,’” he says.

The duo didn't expect anyone outside their small circle of friends to hear "Ungirthed" when they posted it online last year – but much to their shock, the tune went nuclear within a week, with dozens of music bloggers posting rave reviews. "It was baffling," says James, 24. "Just so much all at once."



Roddick and James began writing more songs as fast as they could, until they had enough to release their debut LP, *Shrines*, which cracked the Top 40 on the *Billboard* 200 last month. This summer, they hit the road as Dirty Projectors' opening act – using an elaborate tech setup, built by Roddick, that triggers musical notes and lights when he hits it with a drumstick. “We didn’t want to get a live band,” Roddick says.

"But we didn't want me to just press keys on a laptop."

Purity Ring launched their first headlining tour in late August, after which they plan to start thinking about new material. In the meantime, they're not worried about the infighting that has plagued many other musical duos. "I think all those acts had a different creative process than we do," says Roddick. "We're not Simon and Garfunkel."

ANDY GREENE

ANDY GREENE

**THREE
MORE OF
2012'S
HOTTEST
SYNTH-
POP ACTS**

Twin Shadow

Confess, the second disc from Grizzly Bear's George Lewis Jr. (aka a Twin Shadow), is packed with windswept New Wave anthems that sound like they come from a lost John Hughes movie.



Jessie Ware

This 27-year-old Londoner's soulful guest vocals helped make SBTRKT's debut LP one of last year's most acclaimed electronic releases. The super-romantic new ballad "Wi dest Moments," from her new album, *Devotion*, is even better.

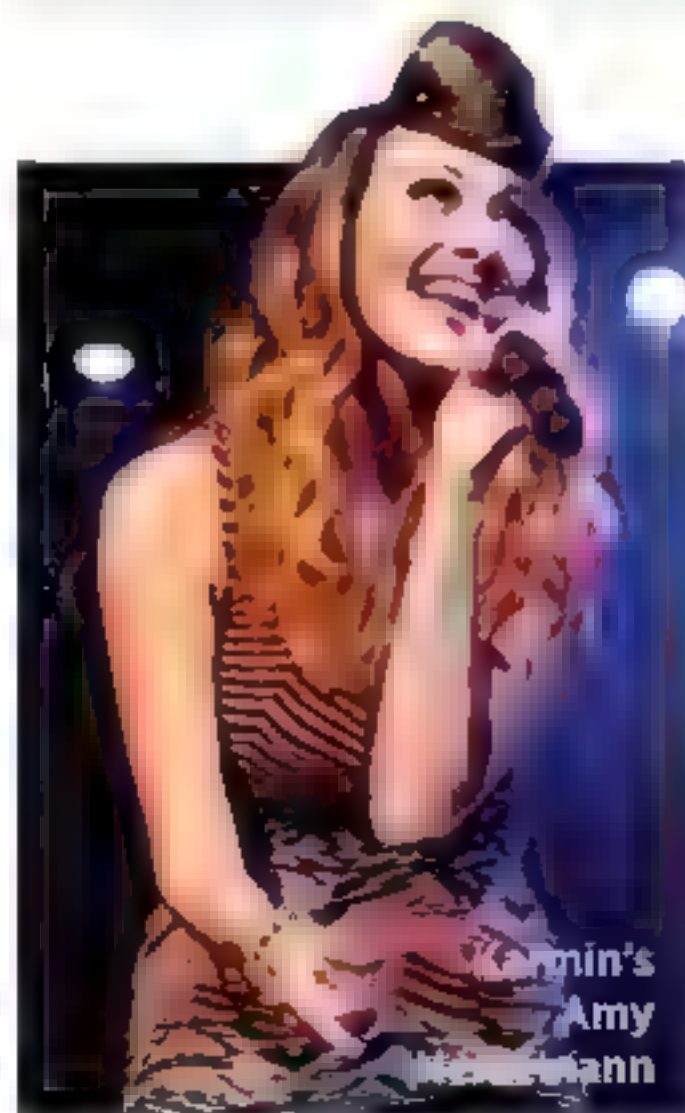


Charli XCX

Hard-pounding synths with an industrial edge collide with major pop hooks on the 20-year-old U.K. singer's Depeche Mode-ish EP, *You're the One*



WOMEN WHO ROCK

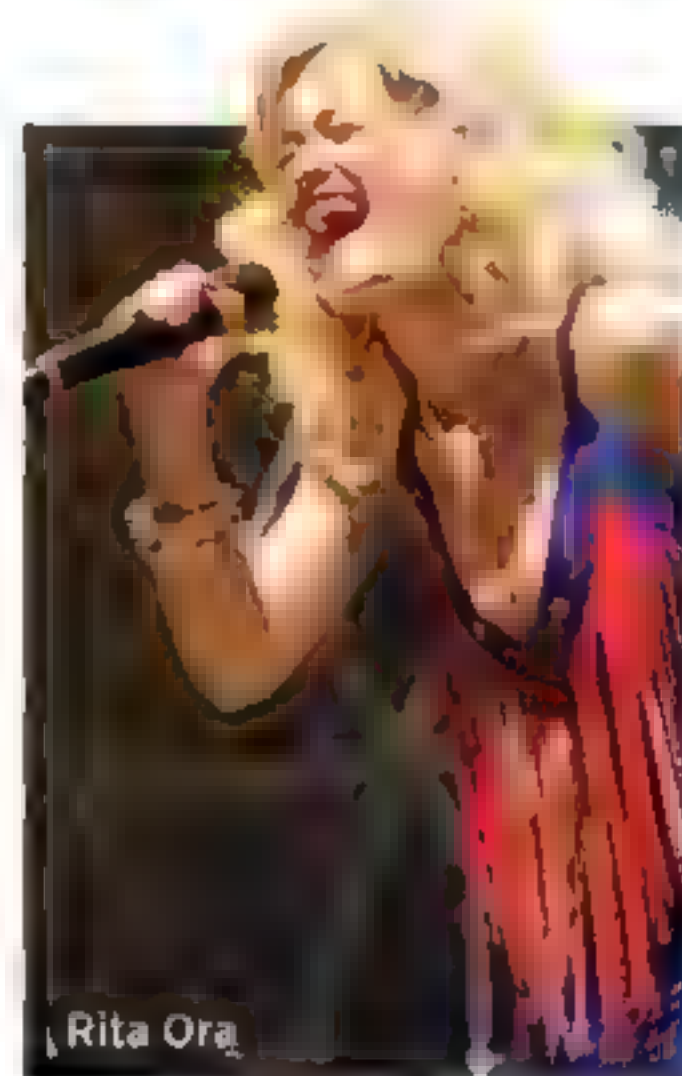


YOUR LAST CHANCE TO CHOOSE!

It all comes down to this! "Brokenhearted" pop duo Karmin and Jay-Z protégée Rita Ora are the last artists standing in Rolling Stone's "Women Who Rock" contest. So which deserving lady will take the grand prize - a starring role in a special issue of the magazine this fall? It's up to you! If you're having trouble deciding, go to rollingstone.com/womenwhorock to check out awesome videos, interviews and footage of their head-to-head performances at the Rolling Stone Rock Room during Lollapalooza - basically everything that's happened since the competition began way back in June. Then comes the important part: Cast your vote for the artist you want to take the crown. But hurry - the final round of voting closes September 10th.

VOTE NOW!

Find all you need to know about the finalists – interviews, performances, videos and more – at rollingstone.com/womenwhorock.



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BOOKS

My Journey to the Outer Limits of Funk

The author of the great new novel *Telegraph Avenue* breaks down early-1970s jazz funk, the supercool, sample-ready style of music that fuels the book

BY MICHAEL CHABON

A NOVEL IN PROGRESS IS A BOX OF HOLES. AS YOU GO ALONG YOU KEEP trying to fill them, until you run out of stomach, patience or box. You never run out of holes. ¶ When I was writing *The Amazing Adventures of Kavalier & Clay*, the biggest hole, unfilled for the longest time, was the super-powered costumed hero dreamed up by my eponymous protagonists. Every gambit had already been played, often several times: all the animals, all the colors, all the power sources, all the gems and legends and meteorological phenomena, all the synonyms for “amazing” and “fast.” Furthermore, I needed the hero invented by my heroes to reflect, embody or at least offer ironic commentary on their struggles, their conflicts, maybe even on the themes of the novel itself. For years I plugged that particular hole with a crude stopper – a wielder of light-blasts with the lame moniker of Captain Sunbeam. Then, one random

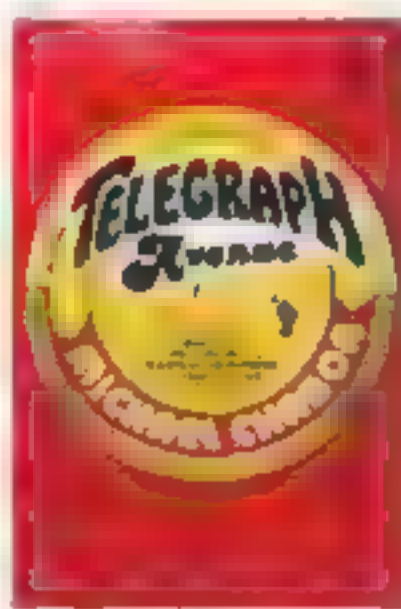
day fairly late in the game, the muse tossed me a life buoy, a little magazine for obsessives, called *Comic Book Marketplace*. The first issue to cross my path contained an article about genius comic-book illustrator Jim Steranko’s early career as an escape artist in the sideshows and fairs of central Pennsylvania. An escape artist! In all the history of superheroes, there had been only one superpowered escape artist, Mister Miracle, and he, too, had reputedly been based on Jim Steranko. I knew the moment I read the article that I had found my hero. Joe Kavalier and Sam Clay called him the Escapist.

The most troublesome hole in my latest novel, *Telegraph Avenue*, was a question of musical obsession. Two of the book’s main characters, Archy Stallings and Nat Jaffe, are bandmates and co-owners of a used vinyl store, Brokeland Records. Their passion for and their expertise about music was a given of the book. Since Archy is black, and Nat is white, and since the East Bay used-record stores that had inspired my fiction-

al one (most of them, alas, now defunct) tended to specialize in mid-20th-century jazz, it felt natural to have Nat and Archy be knowledgeable, as aficionados and as musicians, about jazz.

It also felt really boring. I knew that I needed to instill my heroes with a common musical passion, and that this passion ought to echo and enrich the characters’ struggles and the thematic concerns of the book – among them the interplay of black and white in everyday life – but every time I dealt with Nat and Archy, in the book, as “jazz fans,” my heart sank. I felt as uninspired as I had been by corny old Captain Sunbeam and his blasts of solar-powered cheesiness.

After two and a half years of work, I still had not filled this particular hole. And then, once again, a little magazine for obsessives came to my rescue: I discovered *Wax Poetics*, a Brooklyn-based quarterly devoted to the study and appreciation of postwar black popular music as diffracted through a critical prism of hip-hop.



Telegraph Avenue
by Michael Chabon
HarperCollins
September 1, 2012

When a sample in a hip-hop song is mysterious and beautiful, you try to source it, so that you can have it all, not just the sweet slice but the cake entire. The first time I heard "Acid Raindrops" by People Under the Stairs, I was immediately rapt by the sweet, playful, slightly melancholy bass line on which Double K and Thes One stack their rhymes.

I tracked it down to a cover, by the largely forgotten guitarist David T. Walker, of Dylan's "Lay Lady Lay," off *Plum Happy* (Zea, 1970). I downloaded the album, and Walker's song went everlastingly, along with "Acid Raindrops" itself, into the playlist of my heart. A great sample is not, or not only, a piece of plunder; it's an invocation. If an Asgardian speaks Thor's name, in Norse mythology, he appears. A great sample summons absent gods. That act of magical summoning turned out to be the editorial mission of *Wax Poetics*: to resurrect, invoke and celebrate the artists whose music fed and nourished hip-hop. And so I discovered, at last, the music of *Telegraph Avenue*.

Toward the end of the 1960s, a style that had already produced a number of remarkable records by artists such as trumpeter Lee Morgan, pianist Ramsey Lewis and organist Lonnie Smith began to transform itself. That style is sometimes called soul jazz, and the style into which it transformed is sometimes called jazz funk, but those terms, while broadly accurate, are about as useful as "red-violet" and "violet-blue" when you mean magenta, lavender, amethyst, cerise, eggplant, fuchsia, heliotrope, orchid or plum, or when you just want to talk about purple.

Soul jazz is generally viewed as itself representing a transformation of hard bop, a style that first appeared in the mid-Fifties, as a riposte to, rebellion against and outgrowth of bebop, the dominant jazz idiom of the time. The rubrics may not be interchangeable, but they tend to interbleed, and certain musicians – Donald Byrd, Freddie Hubbard, Lou Donaldson – are as likely to be grouped under one as under either of the others.

The sound that began as hard bop changed over the two decades that followed the release of the foundational *Horace Silver and the Jazz Messengers* (Blue Note, 1955), along with the musicians who played it, the instrumentation they favored and the pop-music climate in which they plied their trade, but the style's underlying impulse remained constant: to play jazz – with all the cool intricacy and mathematical heat that jazz demanded in a post-Parker world – that would sell a ton of records. Put more charitably: to restore to jazz the broad popular appeal, the dance-floor appeal,

that jazz had largely abandoned or renounced, in the early Forties, after white big bands took swing and went global. Hard bop, soul jazz, jazz funk: All of these terms represent the attempt to name and describe what happened, in the wake of bebop, when jazz rediscovered the backbeat. And if the sound changed, in the interval between that first Jazz

Messengers album and a later work of jazz funk like Melvin Sparks' *Texas Twister* (East Bound, 1973), it's because the sound of black popular music changed during those years. The difference between a hard-bop record, a soul-jazz record and a jazz-funk record is the difference between Big Joe Turner, the Temptations and the Ohio Players. Backbeat jazz (I have to call it something) was a jazz acutely aware of the buttons being pushed on the jukeboxes of black America, a jazz that wanted what had once been jazz's great wish: for people to get up and dance. "The belly meat of jazz," as my character Archy Stallings thinks of it at one point, "salty and well-marbled with funk."

By the 1970s, the reintegration of jazz and the backbeat was complete, and proven to sell records. The Blue Note label, though still committed to less commercial fare, fattened itself on popular soul-jazz releases by the likes of trumpeter Donald Byrd, flutist Bobbi Humphrey and Herbie Hancock, many of which got substantial airplay on black radio stations, and the upstart CTI label and its sister label Kudu had huge successes with George Benson and Grover Washington Jr., among many others. These were inviting, seductive records, often constructed around covers of hits by Marvin Gaye, Stevie Wonder and the Beatles. Whether they featured silky make-out-music string sections, elaborate horn charts and top-drawer arrangers such as Bob James and Don Sebesky, or whether they were the leaner, nastier productions favored by the great organ players of the era – Johnny "Hammond" Smith, Charles Kynard, Charles Earland – the rhythm sections on soul-jazz records generally stayed "in the pocket," anchored by snaking funk bass lines and rock-steady drumming best exemplified by the mighty Idris Muhammad.

Jazz lovers, by and large, hated it. Since the prevailing theology held that jazz was a kind of revealed truth transmitted, without mediation, from the tormented soul of the musician to the discerning mind of the listener, they resented the Spectorish role played in backbeat jazz by producers and arrangers like Creed Taylor and Don Sebesky. They scorned the liberal lading, by these producers and arrangers, of string-section syrup and brass-section nacho [Cont. on 30]

THE ESSENTIAL JAZZ FUNK



Charles Earland

Black Talk!, 1970

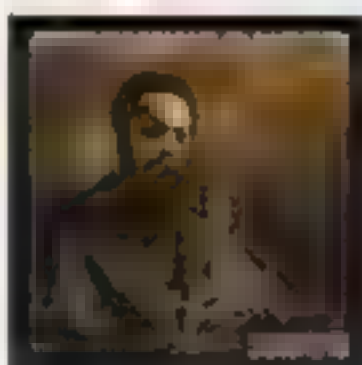
Earland's nickname, the Mighty Burner, accurately describes his approach to the B3 organ. The album also features my personal favorite soul-jazz guitarist, the late Melvin Sparks.



Donald Byrd

Black Byrd, 1973

With assistance from legendary producers the Mizell Bros., trumpeter Byrd perfects his recipe for smooth, radio-ready jazz funk. Album opener, "Flight Time," is one of my favorites.



Grover Washington Jr.

Soul Box, 1973

This double-LP epic was the peak of saxophonist Washington's ultra-funky early greatness, just before he blew up and went on. God love him, to pioneer "smooth jazz."



Deodato

Prelude, 1972

Any record that features bassists Ron Carter and Stanley Clarke, percussionists Airta Moreira and Billy Cobham, and unbelievably scorching guitar from John Tropea deserves to endure. **M.C.**

TRIBUTE

'San Francisco' Singer Scott McKenzie, 73

The Summer of Love smash was one of the defining songs of the Sixties

SCOTT MCKENZIE, THE GENTLE-voiced singer behind 1967's hippie anthem "San Francisco (Be Sure to Wear Flowers in Your Hair)," died on August 18th in Los Angeles after a two-year battle with Guillain-Barré syndrome, which can cause paralysis. He was 73.

Released at the peak of the Summer of Love, "San Francisco" – written by the Mamas and the Papas' John Phillips – shot to Number Four on the charts and became a defining song of the era. "Scott's voice was very beautiful," says the tune's co-producer, Lou Adler. "It seemed to depict the lyric." Countless young



fans took McKenzie's advice, flocking to San Francisco's Haight-Ashbury neighborhood and overwhelming the tiny community.

Despite the single's massive success, McKenzie never had another hit. He retired from music in the early 1970s, returning to the road in the late Eighties as part of Phillips' reconstituted lineup of the Mamas and the Papas. In 1988, Phillips and McKenzie helped co-write the Beach Boys' chart-topping comeback single, "Kokomo." "Scott loved to sing," Adler says. "He was interested in having hit records – but it wasn't the most important thing." **ANDY GREENE**



CRAZY HORSE'S EPIC NEW LP

NEIL YOUNG AND CRAZY HORSE are raging back just four months after their last LP, the folk-song package *Americana*. *Psychodelic Pill*, out in October, is Young's longest album ever – sprawling across two CDs or three LPs (a high-res Blu-ray version will also be available). Young and the Horse debuted several tunes that will appear on the album during their late-summer run – including the 20-minute feedback-drenched epic "Walk Like a Giant." **A.G.**

JAZZ FUNK

[Cont. from 29] cheese onto the otherwise admirable playing of indisputable monster talents like Benson and Washington Jr. Most of all, they despised the pandering to mass taste and pop-chart fashion, which led backbeat jazz to water down its product, to obey the law of the marketplace with the fatal slavishness of that German dude in a Mercedes who followed the instructions of his GPS into a massive sand pile.

There was an uncomfortable level of truth in these criticisms. The worst excesses of the Creed Taylor-era led, by the end of the decade, to the heat death of jazz, to the Chuck Mangione, the Maynard Fergusons, the Kenny Gs. First, backbeat jazz became the soundtrack of every cop show and urban thriller, then it was used for the theme music of every local 6:00 news, and, finally, deboned and pounded flat as a cutlet, it became the jazz equivalent of a McNugget, suitable only for use as the background music in soft-core porno films. By 1980, backbeat jazz was dead, and jazz has never again come close to regaining its vanished status as a truly popular music.

For the DJs of hip-hop's golden age, backbeat jazz was rich with funky breaks.

But hip-hop remembered. The DJs of black America, having inherited or reconstructed or excavated from dusty crates, like Schlemann at Troy, the lost kingdom of their fathers' record collections, discovered in the CTI and Blue Note back catalogs an inexhaustible treasure. By marrying the sophistication and moodiness, the blues grit, the gospel yearning and the urban blare of jazz to the steady R&B groove of soul and funk, backbeat jazz had created an ideal medium for the culturing of samples. It became, to the DJs of rap's golden age, a primordial soup of soul-funk mitochondria, rich with danceable, catchy, funky breaks that sounded familiar but were often little known. Q-Tip of A Tribe Called Quest, Pete Rock, MF Doom, DJ Premier and countless others have lowered their dippers many times into the rich, bubbling broth brewed up by backbeat jazz in its heyday.

In their store, in their band and in their personal lives, my characters Archy and Nat – along with their wives and children – struggle with and glory in the fruitful tensions, between black and white, European and African, black and Jew, artistic integrity and financial success, that

helped to shape and create jazz. Archy and Nat are, also, the brainchildren of a brain raised in the racially egalitarian would-be utopia of Columbia, Maryland, during a time when, for a moment, the old barriers gave way, the levees of gender, race and faith were overtopped, and everything flowed together in a deep, rank, funky brown flood. Those tensions and that flow seemed to me to be perfectly embodied in backbeat jazz records of that time, with their interracial personnel and production teams, with their intermingled covers of white and black pop tunes, with their rock-solid grooves and soaring strings. Telegraph Avenue, the street, skirts borderlines and crosses boundaries as it runs its course, true and steady as a rhythm section staying in the pocket, from the sketchy splendor of downtown Oakland, through the Panther heartland, to the campus of the University of California, Berkeley. All the battles and manifestos, all the aspirations and eccentricities, all the history, all the shades of black, white and paisley that characterize the dream life of my hometown – a place, half Berkeley, half Oakland, that I've come to think of as Brokeland – find expression, at least to my ears, in the music of *Telegraph Avenue*.



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THE WATERBOY

"I started thinking about Rio as soon as I landed in the States," says Lochte.



CLOSE-UP

Ryan Lochte's Mellow Gold

America's fave amphibian bro on partying with Prince Harry, his hoop dreams and Aquaman

I STARTED THINKING ABOUT Rio as soon as I landed in the States," says superstar swimmer Ryan Lochte. But before he starts four more years of skin-wrinkling training, he's taking time to party in Vegas and ponder post-swimming careers. Pro basketball? Yeah! How hard were you trying when you raced Prince Harry in a Vegas pool?

I had, like, jeans and everything on. I was probably trying about 10 percent. A women's blog named you America's Sexiest Douchebag. Were your feelings hurt?

I like the "sexiest American" part. Do you have a second-best sport?

I was a better basketball player than I was a swimmer growing up. Could you have reached the NBA?

I think I could have. Is it too late to try that now?

No, I mean, it's never too late for anything. But I'm gonna wait until I finish out swimming. I know how to push my body to limits where other people don't want to go, so I could become good at basketball.

You like to watch action movies with your dog. What are your favorites?

I would definitely have to say all the *Rocky* movies, and all the *Fast and Furious* movies. I'm big on cars and stuff. Do you want to star in your own action movie?

Oh, yeah. I could definitely blow something up.

By the way, people say Aquaman's the worst superhero - do you agree?

I don't think he's the worst. I mean, he's in water! That's kinda my thing. But he can talk to fish. You can't do that, right?

Not yet!

BRIAN HIATT



Super Funny!

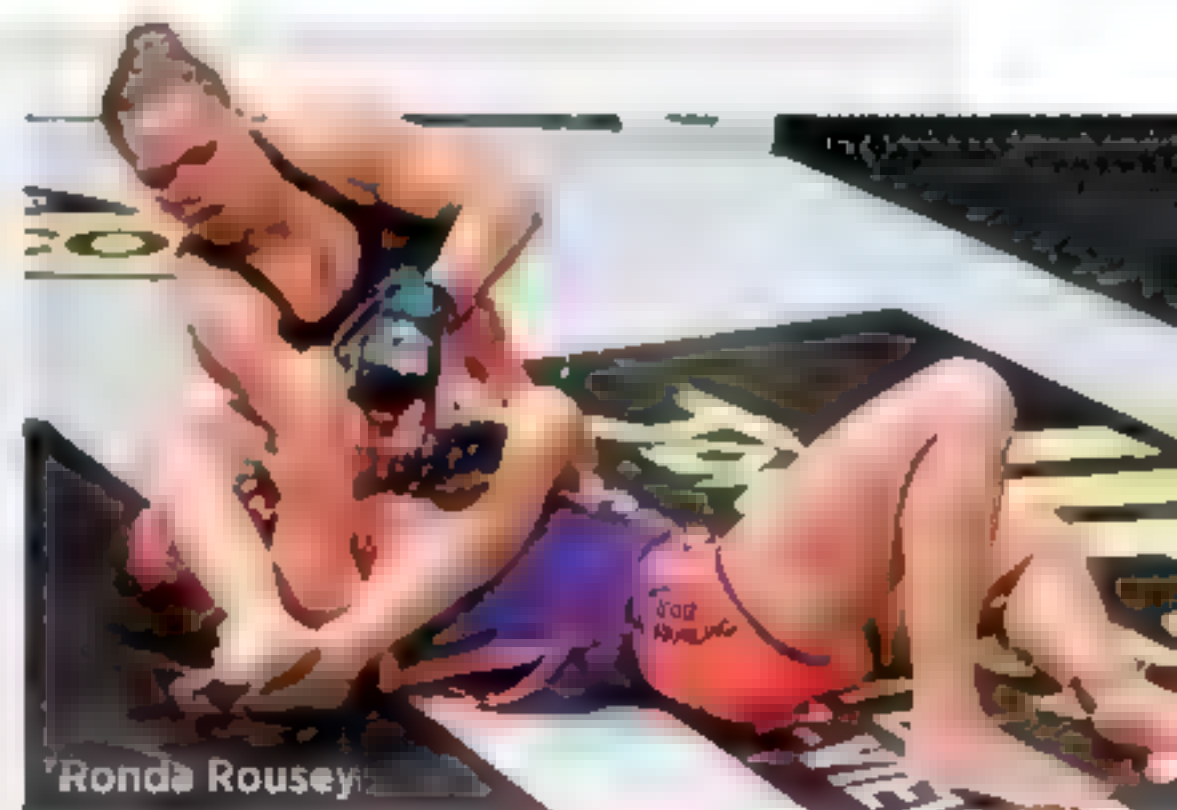
Geek-on-geek humor doesn't get more dork-larious than 2007's George Lucas-approved *Robot Chicken: Star Wars Special* - but Seth Green and Co.'s deranged new stop-motion take on the DC universe comes close. With Two-Face flipping a coin to determine his approach to bathroom hygiene and Superman using his long-lost memory-erasing-kiss power on Lex Luthor, Cartoon Network's *Robot Chicken: DC Comics Special* is officially the most absurd take on superheroes since Ben Affleck squeezed into a Daredevil suit.

THE BEST FEMALE FIGHTER EVER

SPORTS Mixed-martial artist Ronda Rousey is ready to knock out Kim Kardashian

After successfully defending her mixed-martial-arts title on August 18th, Ronda Rousey, 25, proved she's the best female fighter in the world. So far, none of her opponents have made it past the first round, and only one has survived longer than 60 seconds. Partly because of her looks, and partly because of the lethal way she finishes fights, the bantam-weight champ is forcing the powers that be in sports to pay attention to women's mixed martial arts.

A world-class athlete - she won a bronze medal in judo at the 2008 Olympics - Rousey has no problem seeing her opponents as what they are: women she's getting paid to beat the shit out of in a cage. "Before I came along, the girls were all trying to come off as perfect, like



they're friends," Rousey says. "I'm not going to act like this is a beauty pageant."

And she is just as hard on women outside the cage. "I would beat the crap out of Kim Kardashian," she recently said. "All she's known for is 'Oh, I got my fame from sucking dick?'" Or as she says today, "I don't think women making sex tapes should be marketing products to teens."

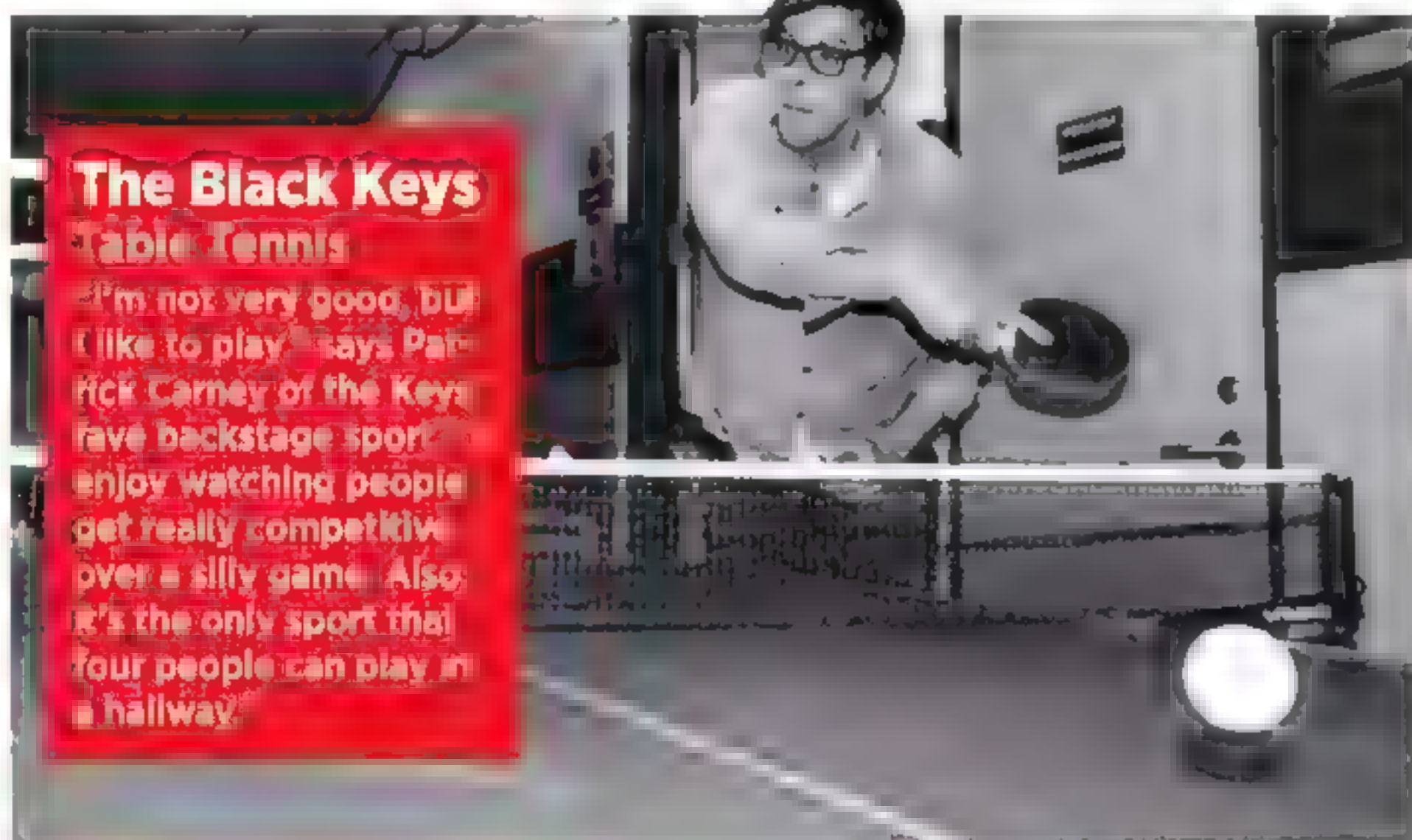
Rousey sees herself as a heroine for girls who don't fit in. "You don't have to be masculine to be athletic, or vulgar to be sexy," she says. "Being able to do something is important. I'm not saying all girls should be fighters, but if your job is to hold up a ring card in a bikini? I'm not impressed."

JESSE HYDE

We're (Playing Ping-Pong) With the Band

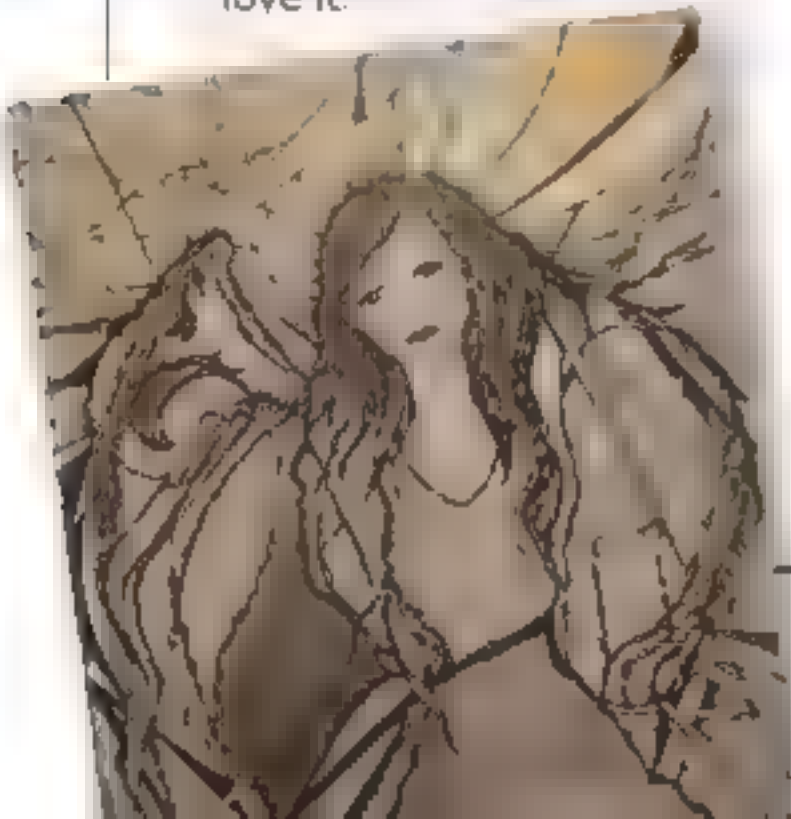
ON THE ROAD

Backstage used to be all about bourbon, blow and other dudes' girlfriends. But these days – at least according to RS's informal survey – bands are keeping it a lot more wholesome. Here are some of our favorite acts' rec-room-ready (chess? check!) ways to kill time between soundcheck and the show. **PATRICK DOYLE**



Stevie Nicks Drawing

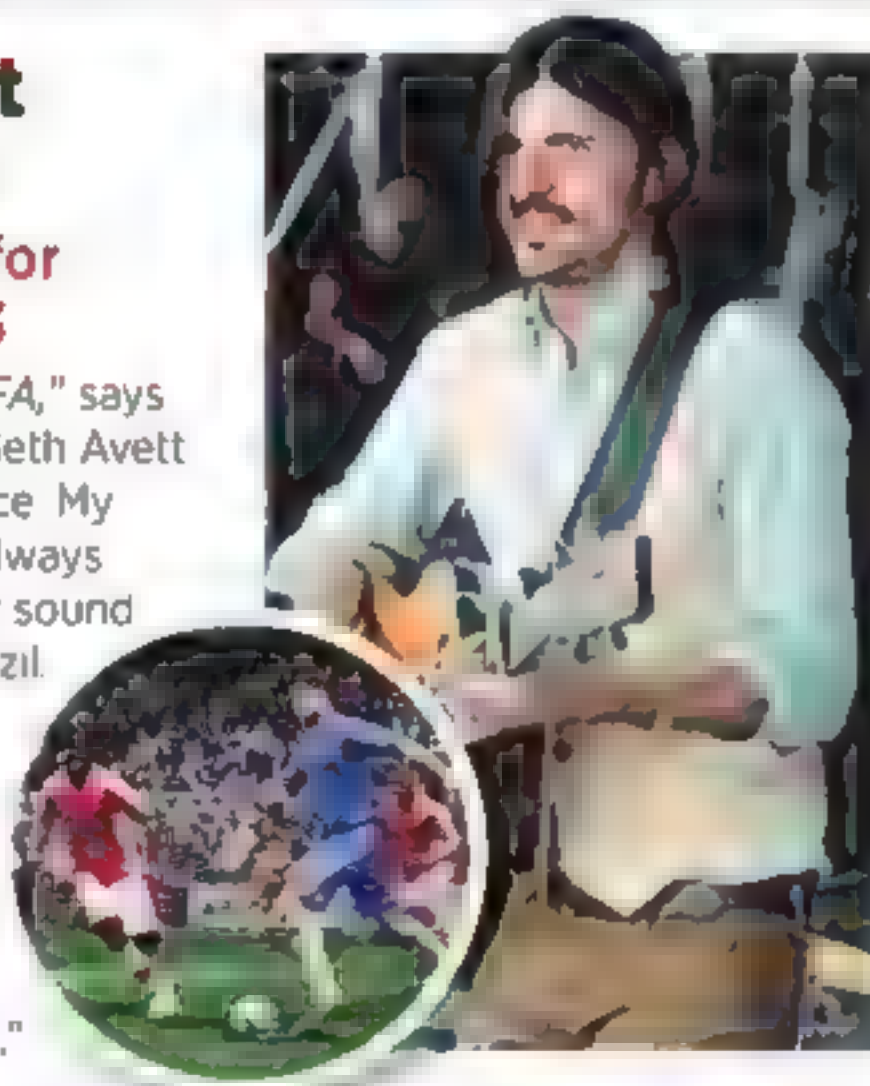
"I probably have 40 to 50 pieces I work on continually," says Nicks. "If I am a complete nervous wreck and I sit down with one of my drawings for five minutes, I will see something change in the drawing and I will love it."



The Avett Brothers

FIFA Soccer for PlayStation 3

"We're big on FIFA," says singer-guitarist Seth Avett. "I'm always France. My brother Scott's always England, and our sound guy is always Brazil. It's a good gear-changer for us, it's a way to turn into a zombie for 15 minutes – a straight dose of entertainment."



Carly Rae Jepsen

Chess

"I always bring a chessboard on the road," says Jepsen. "My stepfather used to teach it – at breakfast, he'd put out a chess problem for me to solve. And in high school, I had a big crush on a boy who played chess, and I thought, 'This is going to be useful.' I'm a really competitive player."



ASK DR. OZZY

QUESTION: My best friend's boyfriend left her stranded at the mall after a big fight the other night. Instead of calling me for a ride home, though, she called my boyfriend (they're friends – and he's a very good listener). Should I be worried?

–Laura, Illinois

ANSWER: That's like saying, "There are two armed men in ski masks breaking into my house, should I be worried?" I mean, it's a bit fucking suspicious, don't you think? She could have called anyone with a car to pick her up. Or a taxi. Crying on your boyfriend's shoulder when she's just had a major breakup is like giving him an open invitation to a game of tickle-my-tonsils.

QUESTION: I've just noticed that one of my testicles hangs much lower than the other one. Is it supposed to?

–Chad, Kansas

ANSWER: If one of them's dragging behind you like Kate Middleton's wedding dress, then no, that ain't fucking right. But if the difference is an inch or so, then you're built like every other guy on the planet. Count yourself lucky – if your balls hung at the same level, they'd be clanging like church bells every time you stood up.

QUESTION: I've been following the story of this "zombie man" who ate some poor homeless dude's face after allegedly snorting bath salts. Now the cops are saying he had only marijuana in his system. Can weed really fuck you up that bad?

–Jason, Nevada

ANSWER: Well, I can't remember ever thinking to myself, "This joint is making me hungry, maybe I'll go down the beach and eat someone's face." I mean, yeah, marijuana's a lot stronger now than it used to be – too strong in my opinion – but millions of people out there smoke it, and only one turned into a fucking cannibal. So, who knows? Maybe it was the drugs. Or maybe it was something else. Either way, it's always a good idea to know exactly what's in your joint before you take a hit.

AS TOLD TO CHRIS AYERS



ON NEWSSTANDS NOW

Also available at bn.com/rsguitarists.

Michael Moore

It's election time, and the boldest voice on the left has a new cause...taking walks

By Mark Binelli

IN THE MIDST OF AN ELECTION SEASON, you'd expect Michael Moore—whose last film, *Capitalism: A Love Story*, was released three years ago—to be playing his traditional role as liberal provocateur. Instead, he's been most visible as...a guy taking long walks. Since March, in what began as a jokey tweet urging his followers to join him on a stroll, Moore's regular #miketakes-a-walk Twitter outings have drawn thousands.

So how did this begin?

It was a Sunday night. I'd read earlier in the day in *The New York Times* that more Americans are on antidepressants than go to the movies. That's depressing in all sorts of ways.

Exactly. I thought I'd tweet that out. This began a little bit of a firestorm. One group started tweeting that Hollywood movies are so bad, they'd make you more depressed. Then a fight broke out between people for and against antidepressants. Finally, some guy tweets to everyone, "I've found that all I need is a brisk walk." I laughed and retweeted him and wrote, "I think he's got the right idea. I'm putting my shoes on right now. Anyone who wants to join me can go." And I went on a 30-minute walk. And it grew from there?

Yes. The next day, I thought, "I'm gonna try this again." Mind you, I'm not doing this for any reason! I wasn't planning any kind of walking routine. But I got even more responses, and I felt an obligation to keep going. People started tweeting pictures of their walks, or things like, "If you're going at 7 p.m. on the East Coast, do I have to go at 4 p.m. on the West Coast?" Europeans are weighing in: "Seven is too late! That's midnight here!" By the end of the month, I was having too much fun to stop. And I was feeling good, personally. I think people have been surprised by the lack of a political element.

People say, "What's the cause?" The cause is putting one foot in front of the other. There's honestly no rhyme or reason behind this. I deplore exercise.

Diets are a scam. I don't believe any of this stuff. I just started doing it because it was a weird thing to do, and then it became a collective thing to do with thousands of people around the world. So what else can we look forward to?

I can't really say. There are three different projects I'm working on. They're not all films. People will become aware of them in the next year. I made the mistake of talking too much about *Sicko* before I finished the film, and the health-insurance lobby really came after me, so that's all I can say.

What are your thoughts on the presidential race?


I'm sure right about now Republicans are thinking, "Why the hell did we ever give women the vote?!"

One of my Twitter followers wrote on my feed today, "In November, the Republicans are going to find out what a real pussy riot is." When they write the history of this election, it might come down to Todd Akin and these last few days. The gap between McCain and Obama on the women's vote was something like 14 percent. I wouldn't be surprised if it doubled this year. And that's good because Obama needs women to replace young voters.

You don't think young people will come out?

Enthusiasm is down because the person they voted for didn't come out of the gate swinging. He played "Kumbaya." I don't understand what part of "10 million vote mandate" he didn't understand. That's why I think this job is not going to be decided by independents. It's going to be about who does the best job of physically getting people out. If you could do an *American Idol* poll, where nobody had to get off the couch, Obama would probably still win. But that's not how we vote.

After a summer of the Romney campaign making a series of mistakes, is there a danger of overconfidence on the part of Obama supporters?

Yes. Republicans are relentless and they're smart, too—they're not all dumb—and on Election Day, they'll be up at five in the morning. The only way our side will see five in the morning is if we've stayed up all night partying. So I say don't get too cocky about Obama winning. You only have to look at what happened in Wisconsin a few months ago [when Republican Gov. Scott Walker staved off a recall]. Everyone thought that was going to go the good way, and the bad guys won. The bad guys are very good at winning. 





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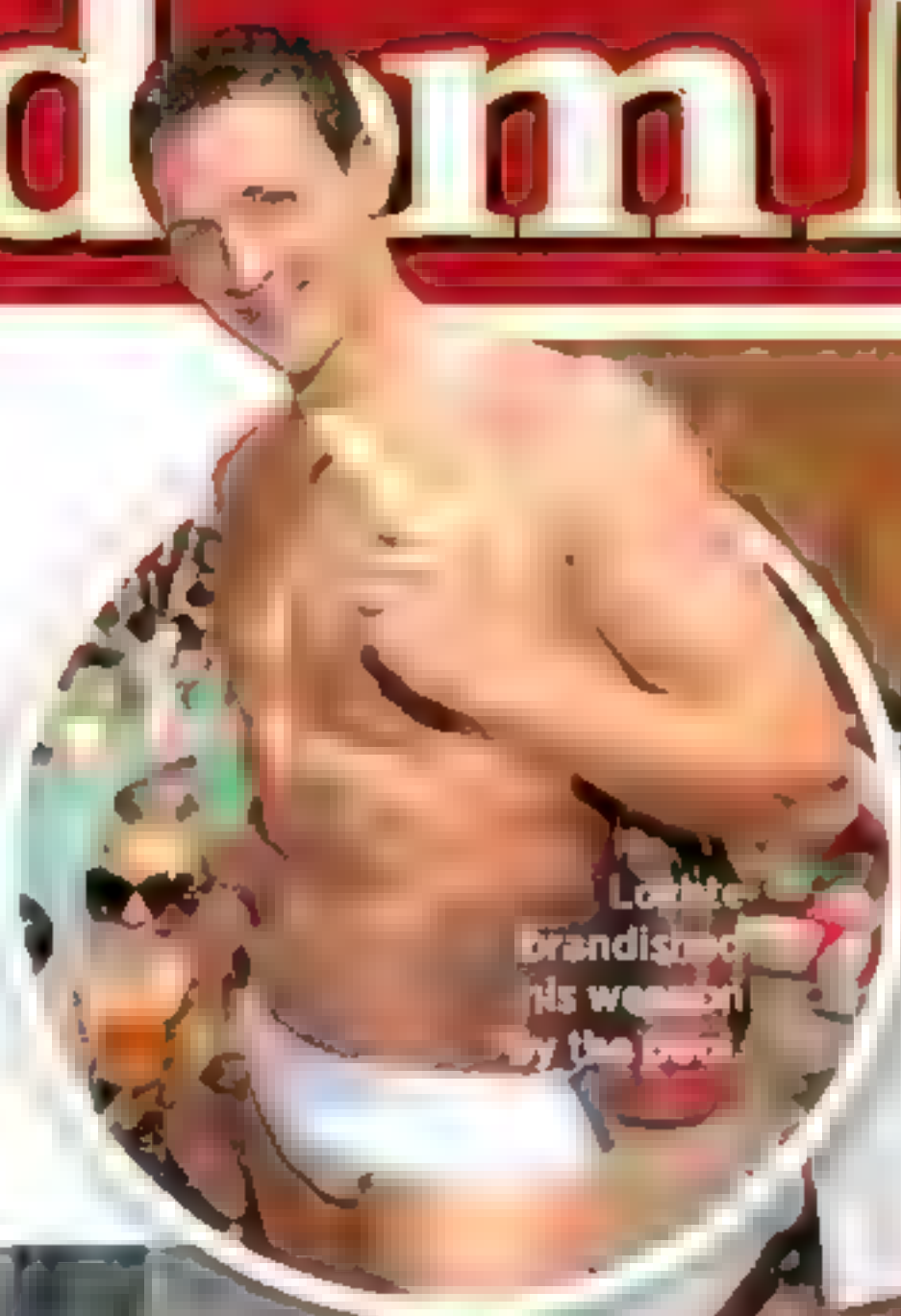
Where do you want to sit?

"I really think I deserve a season pass for that ass." —Katy Perry, after accidentally flashing a crowd at a water park

Random Notes

After the Gold Rush

Now that all of that running, jumping and splashing around is out of the way, it's time for Olympic athletes to party! Swimming star Ryan Lochte chilled with royal nudist Prince Harry in Vegas, while Jamaican speed demon Usain Bolt spun and grinned in London. But the biggest stars were the U.S. women's gymnastics team, which got props from Beyoncé, Lil Wayne and Nicki Minaj.



Lochte brandished his weapon by the pool

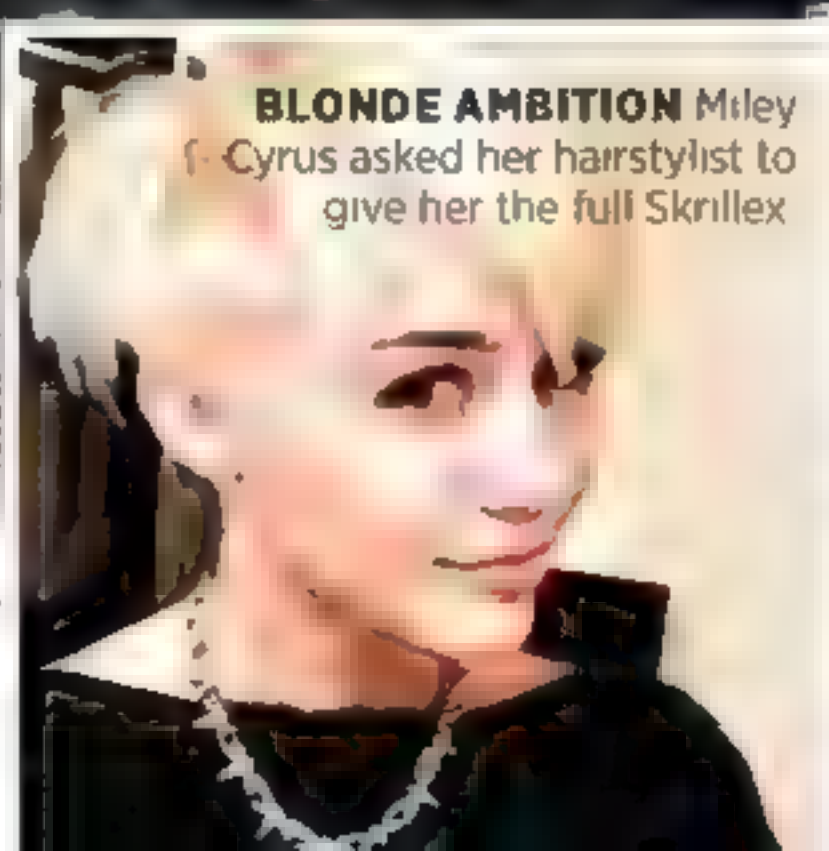


Nicki Minaj made sure her mane matched the gymnastics girls' medal



KICK OUT THE JAMS

Tom Morello smashed the system at a surprise performance before Outside Lands in San Francisco.



BLONDE AMBITION

Miley Cyrus asked her hairstylist to give her the full Skrillex.



MONEY (THAT'S WHAT I WANT) Out for a stroll in New York, Paul McCartney listened politely to a street dweller's "Paul Is Dead" conspiracy theories.

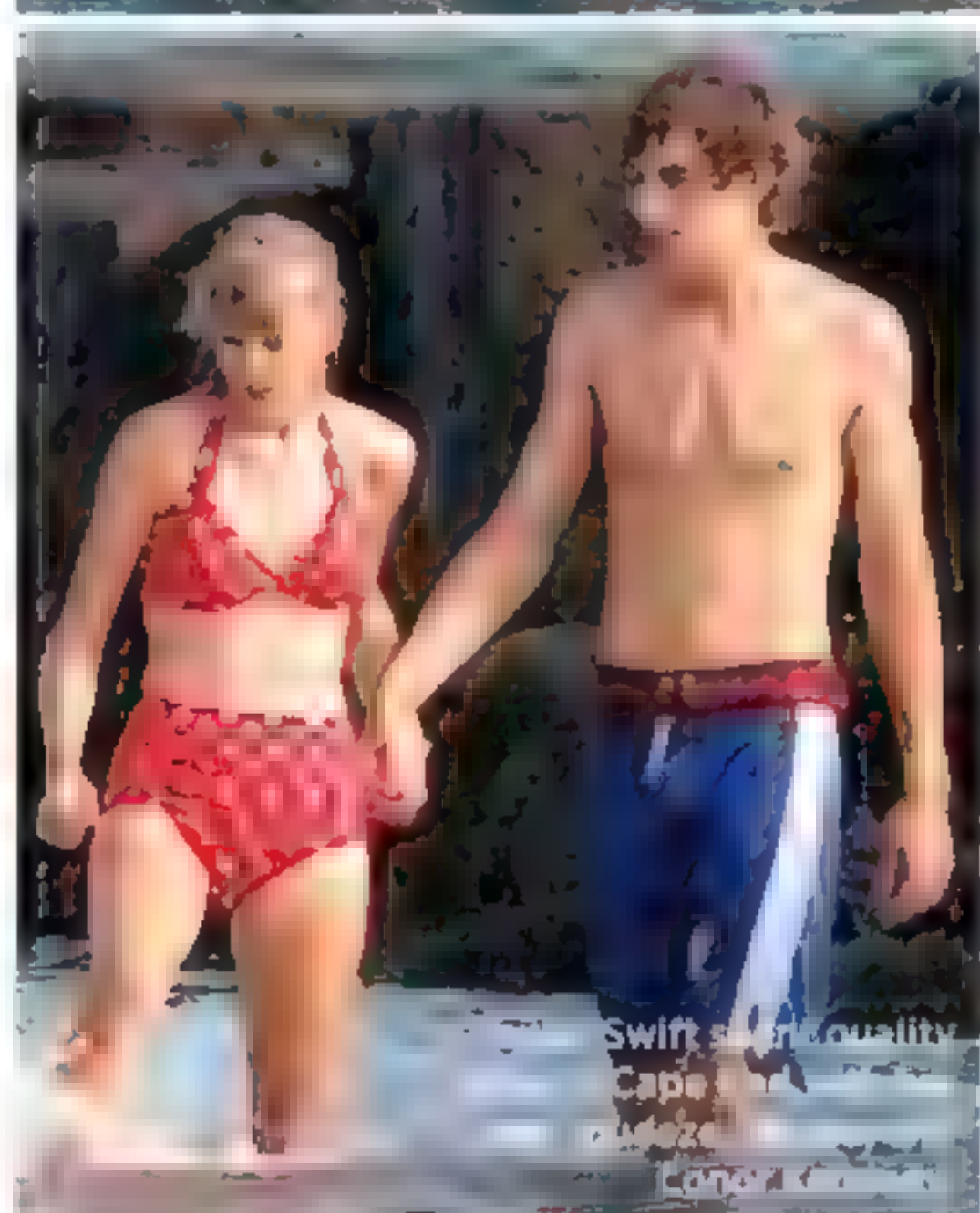
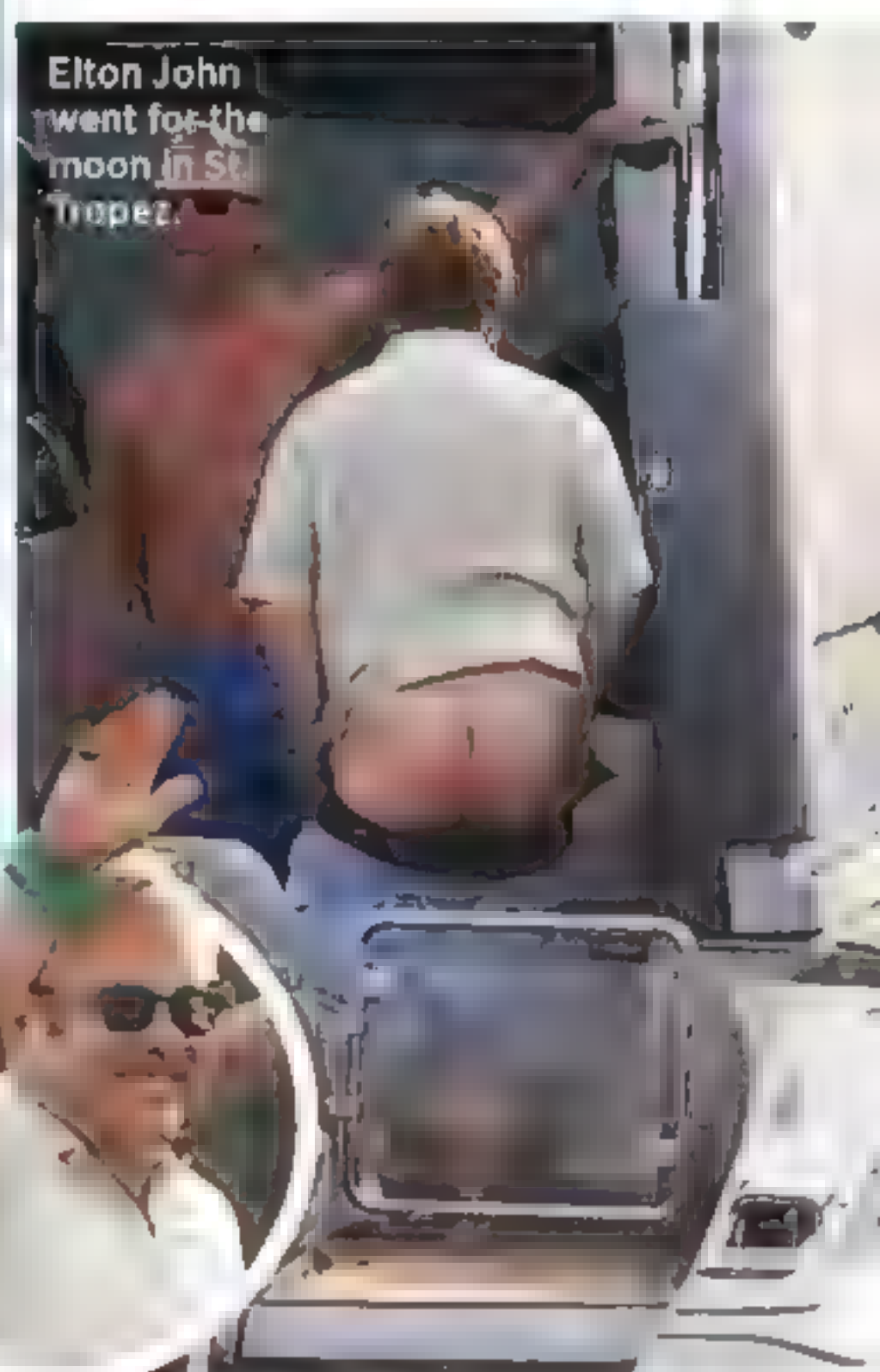
LOCHTE: KEVIN MAZUR/GETTY IMAGES; MINAJ: JEFFREY MATT/REUTERS; BOLT: JEFFREY MATT/REUTERS; MORELLO: JEFFREY MATT/REUTERS; CYPUS: JEFFREY MATT/REUTERS; MCCARTNEY: JEFFREY MATT/REUTERS

Splish Splash!

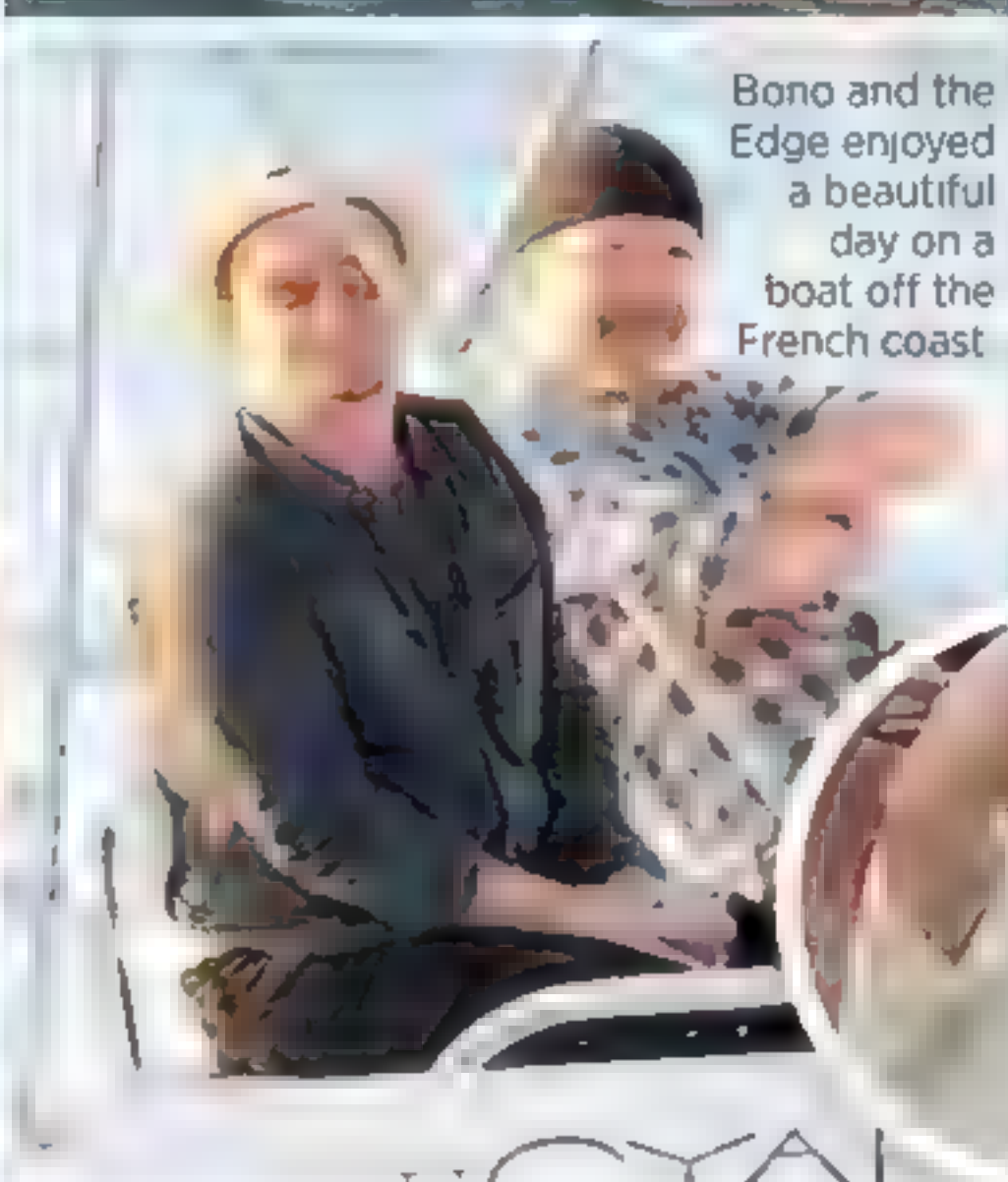
Rockers spent the end of summer like they spend much of the rest of the year: hang'ng out in awesome sunny places! Madonna, Bono and the Edge all caught some rays by the waves in France, and Elton John let it all hang out nearby. Taylor Swift, meanwhile, got cozy with a new guy in Cape Cod. "My summer has been lovely and magical," she tells ROLLING STONE



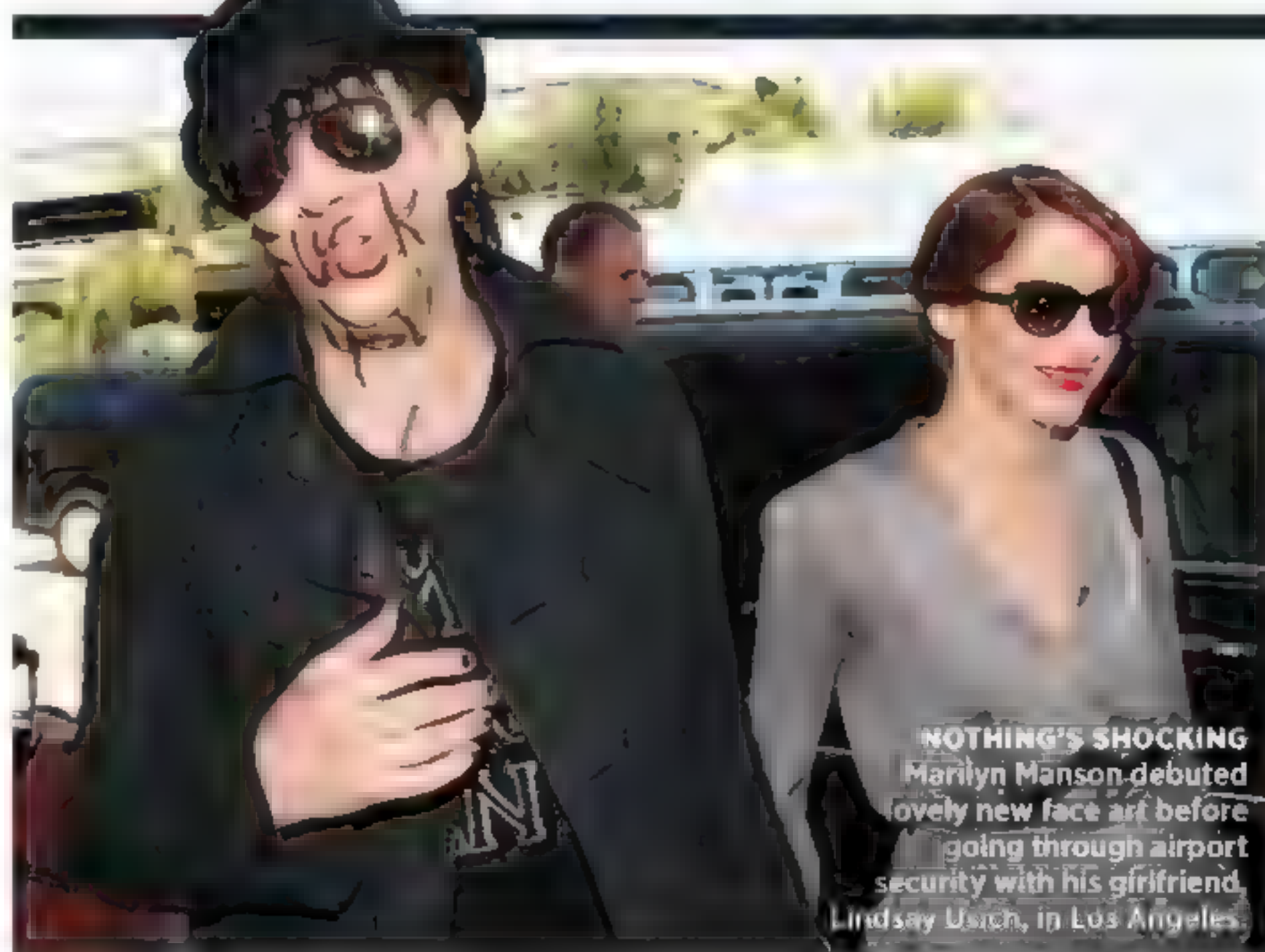
Elton John went for the moon in St. Tropez.



Swift's new guy in Cape Cod.



Bono and the Edge enjoyed a beautiful day on a boat off the French coast.



NOTHING'S SHOCKING Marilyn Manson debuted lovely new face art before going through airport security with his girlfriend, Lindsay Usich, in Los Angeles.



RIFF 'N' RINSE Jack White played a blistering free gig at a laundromat in Portland, Oregon.

How Al Bundy Became Gay

The Neanderthal TV dad is now on the verge of extinction
By Rob Sheffield

THE TWO BABY-FACED gay fathers of *The New Normal* exemplify the new breed of television's trying-too-hard superdad. From *Modern Family* to *Parenthood* to *Up All Night* to *Guys With Kids*, the sitcom staple has now become Dad as a panicky man-child in way over his head with adult responsibilities. Their

The New Normal

Tuesdays, 9:30 p.m., NBC

sexuality takes a backseat to their desire to be Fred MacMurray; the real key to them is — and these dudes can't shut up about it — they *want* to be the family man. Unlike the sitcom dads of old — Fred Flintstone, Archie Bunker or Al Bundy — they're desperate to get it right.

The basic sitcom formula remains unchanged: You might recognize the kids (they are sassy!) and the moms (they are humorless-yet-wise tsk-tskers!) as straight from the cliché vaults, yet the megasincere dads are the ones who dominate. It's like cop shows, except the dads are now the wide-eyed recruits fresh from the police academy and the moms are their street-smart partners who grumble, "Listen, rookie, it's murder out here."

Before reality TV came along, prime time was filled with dysfunctional dads. But these days, if you want to see a loudmouth jerk slobbering with resentment, you have way too many reality-TV families competing for your attention. Hell, even Fred Sanford and his idiot son liked each other more than any of the Kardashians do. If you get your kicks watching loathsome families chew one another to shreds, why would you watch a sitcom? There's always *Toddlers & Tiaras* or *Here Comes Honey Boo Boo*.



FAMILY TIES: Rannells (left) and Bartha are the new TV normal

The New Normal is auteur Ryan Murphy doing *Modern Family*, but upping the gay-dad ante. It's the crowning act of Murphy's American-family trilogy, which he began with *Glee* and continued with *American Horror Story*, both nightmares about how horrific families are and how you'll lie, steal, cheat or kill to escape. Now Murphy ventures into the heart of darkness: the sitcom, which has always been obsessed with the idea of the nuclear family. This is strange territory for Murphy, who has specialized in revenge fantasies about wiping out Mayberry with extreme prejudice.

At the center, there's a Los Angeles gay couple (Justin Bartha and Andrew Rannells) who crave a surrogate baby. Their designated womb-haver: earthy Midwestern gal Goldie. She already has a daughter from when she got pregnant at 15. As she tells the boys, "I became a mom in a Rite Aid bathroom." She also has a foxy grandmother: Ellen Barkin,

kicking ass in the Jane Lynch/Jessica Lange nasty-blond role. Barkin has considerably tougher comic chops than the rest of the cast, so she gets nearly all the laughs, spewing homophobic slurs like "salami smokers" and "ass campers."

The New Normal isn't brilliant comedy at this point. There

are lots of speeches about what love and family *really* mean. But it's in a long, noble tradition of sitcom families looking to invent the new normal while keeping it as close as logistically possible to the old one. In the Seventies, that meant *The Brady Bunch* and *The Partridge Family*, which were so outré they required theme songs that nervously explained how these single women got all these kids. Same with *The Odd Couple*, which had to begin every show with a voice-over explaining that Felix wasn't gay.

The next two decades saw an explosion of new-normal templates, with shitloads of single moms keeping it together one day at a time. Those aggressively funky families still define the state of the art, from *Fish*, with Abe Vigoda in a house full of racially polarized orphans, to *Diff'rent Strokes*, where one of the kids from *Fish* plus another from *Good Times* get adopted by that capitalist whore Mr. Drummond.

It's a long road from *The Brady Bunch* to *One Day at a Time* to *Modern Family*. This is the tradition that *The New Normal* comes from: the history of the American family that sitcoms invented, and have been furiously reinventing ever since.

SHORT TAKE

Sex and Sleaze in the City

Copper

Sundays, 10 p.m., BBC America

Has any network ever bungled its own identity as dippily as BBC America? Nothing interesting from the U.K. seems to make the grade — only the lamest, faux-Yank products, from *Top Gear* on down. So it's a welcome surprise to see *Copper*, which gives the lush *Deadwood* treatment to 1860s New York. These are the same mean streets Scorsese covered in *Gangs of New York*, but no Cameron Diaz. An Irish-immigrant cop (Tom Weston-Jones) returns

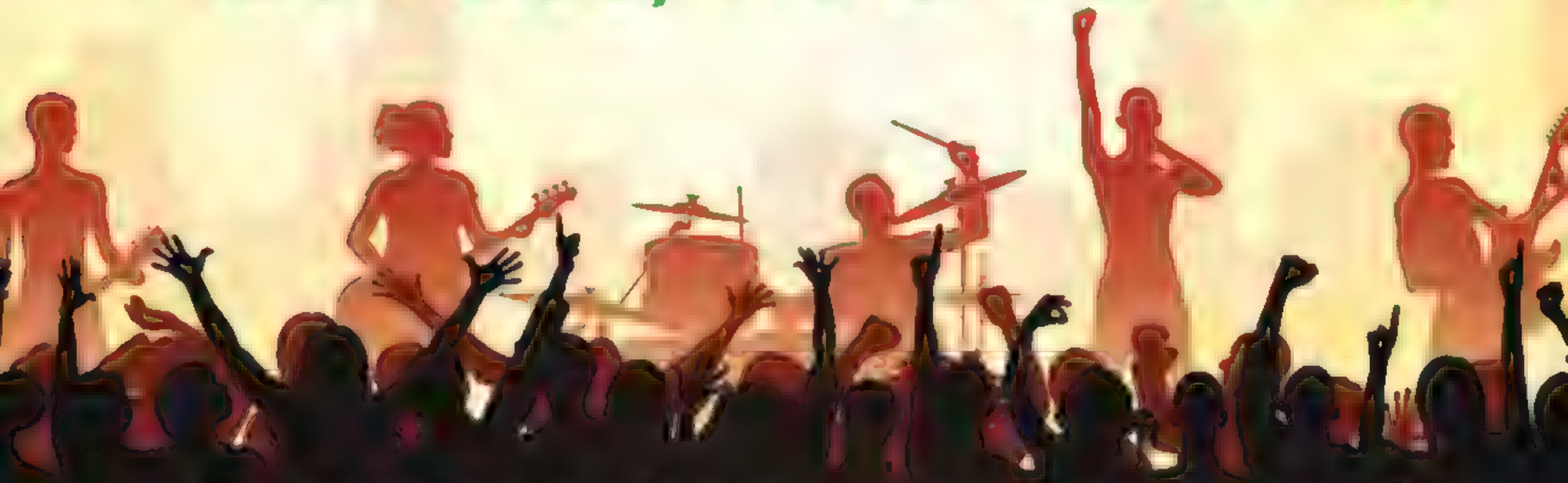


Weston-Jones takes aim.

from the Civil War to find his wife missing and his daughter dead. Investigating the mystery leads him into an underworld of intrigue and murder. The undevolved violence makes up for some clunky storytelling — in the world according to *Copper*, big-city sleaze has been around as long as the actual city.

R.S.

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GREED AND DEBT

How Mitt Romney and Bain Capital staged an epic wealth grab, destroyed jobs – and stuck others with the bill

BY MATT TAIBBI

THE GREAT CRITICISM OF MITT ROMNEY, FROM BOTH SIDES OF the aisle, has always been that he doesn't stand for anything. He's a flip-flopper, they say, a lightweight, a cardboard opportunist who'll say anything to get elected. ★ The critics couldn't be more wrong. Mitt Romney is no tissue-paper man. He's closer to being a revolutionary, a backward-world version of Che or Trotsky, with tweezed nostrils instead of a beard, a half-Windsor instead of a leather jerkin. His legendary flip-flops aren't the lies of a bumbling opportunist – they're the confident prevarications of a man untroubled by misleading the nonbeliever in pursuit of a single, all-consuming goal. Romney has a vision, and he's trying for something big: We've just been too slow to sort out what it is, just as we've been slow to grasp the roots of the radical economic changes that have swept the country in the last generation. ★ The incredible untold story of the 2012 election so far is that Romney's run has been a shimmering pearl of perfect political

hypocrisy, which he's somehow managed to keep hidden, even with thousands of cameras following his every move. And the drama of this rhetorical high-wire act was ratcheted up even further when Romney chose his running mate, Rep. Paul Ryan of Wisconsin – like himself, a self-righteously anal, thin-lipped, Whitest Kids U Know penny pincher who'd be honored to tell *Oliver Twist* there's no more soup left. By selecting Ryan, Romney, the hard-charging, chameleonic champion of a disgraced-yet-defiant Wall Street, officially succeeded in moving the battle lines in the 2012 presidential race.

Like John McCain four years before, Romney desperately needed a vice-presidential pick that would change the game. But where McCain bet on a combustible mix of clueless novelty and suburban sexual tension named Sarah Palin, Romney bet on an idea. He said as much when he unveiled his choice of Ryan, the author of a hair-raising budget-cutting plan best known for its willingness to slash the sacred cows of Medicare and Medicaid. "Paul Ryan has become an intellectual leader of the Republican Party," Romney told frenzied Republican supporters in Norfolk, Virginia, standing before the reliably jingoistic backdrop of a floating warship. "He understands the fiscal challenges facing America: our exploding deficits and crushing debt."

Debt, debt, debt. If the Republican Party had a James Carville, this is what he would have said to win Mitt over, in whatever late-night war room session led to the Ryan pick: "It's the debt, stupid." This is the way to defeat Barack Obama: to recast the race as a jeremiad against debt, something just about everybody who's ever gotten a bill in the mail hates on a primal level.

Last May, in a much-touted speech in Iowa, Romney used language that was literally inflammatory to describe America's federal borrowing. "A prairie fire of debt is sweeping across Iowa and our nation," he declared. "Every day we fail to act, that fire gets closer to the homes and children we love." Our collective debt is no ordinary problem: According to Mitt, it's going to *burn our children alive*.

And this is where we get to the hypocrisy at the heart of Mitt Romney. Everyone knows that he is fantastically rich, having scored great success, the legend goes, as a "turnaround specialist," a shrewd financial operator who revived moribund companies as a high-priced consultant for a storied Wall Street private equity firm. But what most voters don't know is the way Mitt Romney *actually* made his fortune: by borrowing vast sums of money that other people were forced to pay back. This is the plain, stark reality that has somehow eluded America's top political journalists for two consecutive presidential campaigns: Mitt Romney is one of the greatest and most irresponsible debt creators of all time. In the past few decades, in fact, Romney has piled more debt onto more unsuspecting companies, written more gigantic checks that other people have to cover, than perhaps all but a handful of people on planet Earth.

By making debt the centerpiece of his campaign, Romney was making a calculated bluff of historic dimensions – placing a massive all-in bet on the rank incompetence of the American press corps. The result has been a brilliant comedy: A man makes a \$250 million fortune loading up companies with debt and then extracting million-dollar fees from those same companies, in exchange for the generous service of telling them who needs to be fired in order to finance the debt payments he saddled them with in the first place. That same man then runs for president riding an image of children roasting on flames of debt, choosing as his running mate perhaps the only politician in America more pompous and self-righteous on the subject of the evils of borrowed money than the candidate himself. If Romney pulls off this whopper, you'll have to tip your hat to him: No one in history has ever successfully run for president riding this big of a lie. It's almost enough to make you think he really is qualified for the White House.

The unlikeliness of Romney's gambit isn't simply a reflection of his own artlessly unapologetic mindset – it stands as an emblem for the resiliency of the entire sociopathic Wall Street set he represents. Four years ago, the Mitt Romneys of the world nearly destroyed the global economy with their greed, shortsightedness and – most notably – wildly irresponsible use of debt in pursuit of personal profit. The sight was so disgusting that people everywhere were ready to drop an H-bomb on Lower Manhattan and bayonet the survivors. But today that same insane greed ethos, that same belief in the lunatic pursuit of instant borrowed millions – it's dusted itself off, it's had a shave and a shoeshine, and it's back out there running for president.

Mitt Romney, it turns out, is the perfect frontman for Wall Street's greed revolution. He's not a two-bit, shifty-eyed huckster like Lloyd Blankfein. He's not a sighing, eye-rolling, arrogant jerkwad like Jamie

Dimon. But Mitt believes the same things those guys believe. He's been right with them on the front lines of the financialization revolution, a decades-long campaign in which the old, simple, let's-make-stuff-and-sell-it manufacturing economy was replaced with a new, highly complex, let's-take-stuff-and-trash-it financial economy. Instead of cars and airplanes, we built swaps, CDOs and other toxic financial products. Instead of building new companies from the ground up, we took out massive bank loans and used them to acquire existing firms, liquidating every asset in sight and leaving the target companies holding the note. The new borrow-and-conquer economy was morally sanctified by an almost religious faith in the grossly euphemistic concept of "creative destruction," and amounted to a total abdication of collective responsibility by America's rich, whose new thing was making assloads of money in ever-shorter campaigns of economic conquest, sending the proceeds offshore, and shrugging as the great towns and factories their parents and grandparents built were shuttered and boarded up, crushed by a true prairie fire of debt.



Mitt Romney – a man whose own father built cars and nurtured communities, and was one of the old-school industrial anachronisms pushed aside by the new generation's wealth grab – has emerged now to sell this make-nothing, take-everything, screw-everyone ethos to the world. He's Gordon Gekko, but a new and improved version, with better PR – and a bigger goal. A takeover artist all his life, Romney is now trying to take over America itself. And if his own history is any guide, we'll all end up paying for the acquisition.

WILLARD "MITT" ROMNEY'S BACKGROUND in many ways suggests a man who was born to be president – disgustingly rich from birth, raised in prep schools, no early exposure to minorities outside of maids, a powerful daddy to clean up his missteps, and timely exemptions from military service. In Romney's bio there are some eerie early-life similarities to other recent presidential figures. (Is America really ready for another Republican president who was a prep-school cheerleader?) And like other great presidential double-talkers such as Bill Clinton and George W. Bush, Romney has shown particular aptitude in the area of telling multiple factual versions of his own life story.

"I longed in many respects to actually be in Vietnam and be representing our country there," he claimed years after the war. To a different audience, he said, "I was not planning on signing up for the military. It was not my desire to go off and serve in Vietnam."

Like John F. Kennedy and George W. Bush, men whose way into power was smoothed by celebrity fathers but who rebelled against their parental legacy as mature politicians, Mitt Romney's career has been both a tribute to and a repudiation of his famous father. George Romney in the 1950s became CEO of American Motors Corp., made a modest fortune betting on energy efficiency in an age of gas guzzlers and ended up serving as governor of the state of Michigan only two generations removed from the Romney clan's tradition of polygamy. For Mitt, who grew up worshipping his tall, craggily handsome, politically moderate father, life was less rocky: Cranbrook prep school in suburban Detroit, followed by Stanford in the Sixties, a missionary term in which he spent two and a half years trying (as he said) to persuade the French to "give up your wine," and Harvard Business School in the Seventies. Then, faced with making a career choice, Mitt chose an odd one: Already married and a father of two, he left Harvard and eschewed both politics and the law to enter the at-the-time unsexy world of financial consulting.

"When you get out of a place like Harvard, you can do anything – at least in the old days you could," says a prominent corporate lawyer on Wall Street who is familiar with Romney's career. "But he comes out, he not only has a Harvard Business School degree, he's got a national pedigree with his name. He could have done anything – but what does he do? He says, 'I'm going to spend my life loading up distressed companies with debt.'"

Romney started off at the Boston Consulting Group, where he showed an aptitude for crunching numbers and glad-handing clients. Then, in 1977, he joined a young entrepreneur named Bill Bain at a firm called Bain & Company, where he worked for

six years before being handed the reins of a new firm-within-a-firm called Bain Capital.

In Romney's version of the tale, Bain Capital – which evolved into what is today known as a private equity firm – specialized in turning around moribund companies (Romney even wrote a book called *Turnaround* that complements his other nauseatingly self-complimentary book, *No Apology*) and helped create the Staples office-supply chain. On the campaign trail, Romney relentlessly trades on his own self-perpetuated reputation as a kind of altruistic rescuer of failing enterprises, never missing an opportunity to use the word "help" or "helped" in his description of what he and Bain did for companies. He might, for instance, describe himself as having been "deeply involved in helping other businesses" or say he "helped create tens of thousands of jobs."

The reality is that toward the middle of his career at Bain, Romney made a fateful strategic decision: He moved away from creating companies like Staples through venture capital schemes, and toward a business model that involved borrowing huge sums of money to take over existing firms, then extracting value from them by force. He decided, as he later put it, that "there's a lot greater risk in a startup than there is in acquiring an existing company." In the Eighties, when Romney made this move, this form of financial piracy became known as a leveraged buyout, and it achieved iconic status thanks to Gordon Gekko in *Wall Street*. Gekko's business strategy was essentially identical to the Romney-Bain model, only Gekko called himself a "liberator" of companies instead of a "helper."

Here's how Romney would go about "liberating" a company: A private equity firm like Bain typically seeks out floundering businesses with good cash flows. It then puts down a relatively small amount of its own money and runs to a big bank like Goldman Sachs or Citigroup for the rest of the financing. (Most leveraged buyouts are financed with 60 to 90 percent borrowed cash.) The takeover firm then uses that borrowed money to buy a controlling stake in the target company, either with or without its consent. When an LBO is done without the consent of the target, it's called a hostile takeover; such thrilling acts of corporate piracy were made legend in the Eighties, most notably the 1988 attack by notorious corporate raiders Kohlberg Kravis Roberts against

RJR Nabisco, a deal memorialized in the book *Barbarians at the Gate*.

Romney and Bain avoided the hostile approach, preferring to secure the cooperation of their takeover targets by buying off a company's management with lucrative bonuses. Once management is on board, the rest is just math. So if the target company is worth \$500 million, Bain might put down \$20 million of its own cash, then borrow \$350 million from an investment bank to take over a controlling stake.

But here's the catch. When Bain borrows all of that money from the bank, it's the target company that ends up on the hook for all of the debt.

Now your troubled firm – let's say you make tricycles in Alabama – has been taken over by a bunch of slick Wall Street dudes who kicked in as little as five percent as a down payment. So in addition to whatever problems you had before, Tricycle Inc. now owes Goldman or Citigroup \$350 million. With all that new debt service to pay, the company's bottom line is suddenly untenable: You almost have to start firing people immediately just to get your costs down to a manageable level.

ROMNEY IS GORDON GEKKO, WITH BETTER PR – AND A BIGGER GOAL. A TAKEOVER ARTIST ALL HIS LIFE, HE'S NOW TRYING TO TAKE OVER AMERICA ITSELF.

"That interest," says Lynn Turner, former chief accountant of the Securities and Exchange Commission, "just sucks the profit out of the company."

Fortunately, the geniuses at Bain who now run the place are there to help tell you whom to fire. And for the service it performs cutting your company's costs to help you pay off the massive debt that it, Bain, saddled your company with in the first place, Bain naturally charges a management fee, typically millions of dollars a year. So Tricycle Inc. now has *two* gigantic new burdens it never had before Bain Capital stepped into the picture: tens of millions in annual debt service, and millions more in "management fees." Since the initial acquisition of Tricycle Inc. was probably greased by promising the company's upper management lucrative bonuses, all that pain inevitably comes out of just one place: the benefits and payroll of the hourly workforce.

Once all that debt is added, one of two things can happen. The company can fire workers and slash benefits to pay off all its new obligations to Goldman Sachs and Bain, leaving it ripe to be resold by Bain at a huge profit. Or it can go bankrupt – this happens after about seven percent of all private equity buyouts – leaving behind one or more shuttered factory towns. Either way, Bain wins. By power-sucking cash value from even the most rapidly dying firms, private equity raiders like Bain almost always get their cash out before a target goes belly up.

This business model wasn't really "helping," of course – and it wasn't new. Fans of mob movies will recognize what's known as the "bust-out," in which a gangster takes over a restaurant or sporting goods store and then monetizes his investment by running up giant debts on the company's credit line. (Think Paulie buying all those cases of Cutty Sark in *Goodfellas*.) When the note comes due, the mobster simply torches the restaurant and collects the insurance money. Reduced to their most basic level, the leveraged buyouts engineered by Romney followed exactly the same business model. "It's the bust-out," one Wall Street trader says with a laugh. "That's all it is."

P RIVATE EQUITY FIRMS AREN'T NECESSARILY evil by definition. There are many stories of successful turnarounds fueled by private equity, often involving multiple floundering businesses that are rolled into a single entity, eliminating duplicative overhead. Experian, the giant credit-rating tyrant, was acquired by Bain in the Nineties and went on to become an industry leader.

But there's a key difference between private equity firms and the businesses that were America's original industrial cornerstones, like the elder Romney's AMC. Everyone had a stake in the success of those old businesses, which spread prosperity by putting people to work. But even private equity's most enthusiastic adherents have difficulty explaining its benefit to society. Marc Wolpaw, a former Bain colleague of Romney's, told reporters dur-

ing Mitt's first Senate run that Romney erred in trying to sell his business as good for everyone. "I believed he was making a mistake by framing himself as a job creator," said Wolpaw. "That was not his or Bain's or the industry's primary objective. The objective of the LBO business is maximizing returns for investors." When it comes to private equity, American workers – not to mention their families and communities – simply don't enter into the equation.

Take a typical Bain transaction involving an Indiana-based company called American Pad and Paper. Bain bought Ampad in 1992 for just \$5 million, financing the rest of the deal with borrowed cash. Within three years, Ampad was paying \$60 million in annual debt payments, plus an additional \$7 million in management fees. A year later, Bain led Ampad to go public, cashed out about \$50 million in stock for itself and its investors, charged the firm \$2 million for arranging the IPO and pocketed another \$5 million in "management" fees. Ampad wound up going bankrupt, and hundreds of workers lost their jobs, but Bain and Romney weren't crying: They'd made more than \$100 million on a \$5 million investment.

To recap: Romney, who has compared the devilish federal debt to a "nightmare" home mortgage that is "adjustable, no-money down and assigned to our children," took over Ampad with essentially no money down, saddled the firm with a nightmare debt and assigned the crushing interest payments not to Bain but to the children of Ampad's workers, who would be left holding

the note long after Romney fled the scene. The mortgage analogy is so obvious, in fact, that even Romney himself has made it. He once described Bain's debt-fueled strategy as "using the equivalent of a mortgage to leverage up our investment."

Romney has always kept his distance from the real-life consequences of his profiteering. At one point during Bain's looting of Ampad, a worker named Randy Johnson sent a handwritten letter to Romney, asking him to intervene to save an Ampad factory in Marion, Indiana. In a sterling demonstration of manliness and willingness to face a difficult conversation, Romney, who had just lost his race for the Senate in Massachusetts, wrote Johnson that he was "sorry," but his lawyers had advised him not to get involved. (So much for the candidate who insists that his way is always to "fight to save every job.")

This is typical Romney, who consistently adopts a public posture of having been above the fray, with no blood on his hands from any of the deals he personally engineered. "I never actually ran one of our investments," he says in *Turnaround*. "That was left to management."

In reality, though, Romney was unquestionably the decider at Bain. "I insisted on having almost dictatorial powers," he bragged years after the Ampad deal. Over the years, colleagues would anonymously whisper stories about Mitt the Boss to the press, describing him as cunning, manipulative and a little bit nuts, with "an ability to identify people's insecurities and exploit them for his



WRECKING THE LEGACY

Mitt, age 10, in 1957. He worshipped his dad, George – but spent his career destroying the America his father helped build

own benefit." One former Bain employee said that Romney would screw around with bonuses in small amounts, just to mess with people: He would give \$3 million to one, \$3.1 million to another and \$2.9 million to a third, just to keep those below him on edge.

The private equity business in the early Nineties was dominated by a handful of takeover firms, from the spooky and politically connected Carlyle Group (a favorite subject of conspiracy-theory lit, with its connections to right-wingers like Donald Rumsfeld and George H.W. Bush) to the equally spooky Democrat-leaning assholes at the Blackstone Group. But even among such a colorful cast of characters, Bain had a reputation on Wall Street for secrecy and extreme weirdness – "the KGB of consulting." Its employees, known for their Mormonish uniform of white shirts and red power ties, were dubbed "Bainies" by other Wall Streeters, a rip on the fanatical "Moonies." The firm earned the name thanks to its idiotically adolescent *Spy Kids* culture, in which these glorified slumlords used code names, didn't carry business cards and even sang "company songs" to boost morale.

The seemingly religious flavor of Bain's culture smacks of the generally cultish ethos on Wall Street, in which all sorts of ethically questionable behaviors are justified as being necessary in service of the church of making money. Romney belongs to a true-believer subset within that cult, with a revolutionary's faith in the wisdom of the pure free market, in which destroying companies and sucking the value out of them for personal gain is part of the greater good, and governments should "stand aside and allow the creative destruction inherent in the free economy."

That cultlike zeal helps explain why Romney takes such a curiously unapologetic approach to his own flip-flopping. His infamous changes of stance are not little wispy ideological alterations of a few degrees here or there – they are perfect and absolute mathematical reversals, as in "I believe that abortion should be safe and legal in this country" and "I am firmly pro-life." Yet unlike other politicians, who at least recognize that saying completely contradictory things presents a political problem, Romney seems genuinely puzzled by the public's insistence that he be consistent. "I'm not going to apologize for having changed my mind," he likes to say. It's an attitude that recalls the standard defense offered by Wall Street in the wake of some of its most recent and notorious crimes: Goldman Sachs excused its lying to clients, for example, by insisting that its customers are "sophisticated investors" who should expect to be lied to. "Last time I checked," former Morgan Stanley CEO John Mack sneered after the same scandal, "we were in business to be profitable."

Within the cult of Wall Street that forged Mitt Romney, making money justifies any behavior, no matter how venal. The look on Romney's face when he refuses to apologize says it all: *Hey. I'm trying to win an election. We're all grown-ups here.* After the Ampad deal, Romney expressed contempt for critics who lived in "fantasy land." "This is the real world," he said, "and in the real world there is nothing wrong with companies trying to compete, trying to stay alive, trying to make money."

In the old days, making money required sharing the wealth: with assembly-line workers, with middle management, with schools and communities, with investors. Even the Gilded Age

robber barons, despite their unapologetic efforts to keep workers from getting any rights at all, built America in spite of themselves, erecting railroads and oil wells and telegraph wires. And from the time the monopolists were reined in with antitrust laws through the days when men like Mitt Romney's dad exited center stage in our economy, the American social contract was pretty consistent: The rich got to stay rich, often filthy rich, but they paid taxes and a living wage and everyone else rose at least a little bit along with them.

But under Romney's business model, leveraging other people's debt means you can carve out big profits for yourself and leave everyone else holding the bag. Despite what Romney claims, the rate of return he provided for Bain's investors over the years wasn't all that great. Romney biographer and *Wall Street Journal* reporter Brett Arends, who analyzed Bain's performance between 1984 and 1998, concludes that the firm's returns were likely less than 30 percent per year, which happened to track more or less with the stock market's average during that time. "That's how much money you could have made by issuing company bonds and

then spending the money picking stocks out of the paper at random," Arends observes. So for all the destruction Romney wreaked on Middle America in the name of "trying to make money," investors could have just plunked their money into traditional stocks and gotten pretty much the same returns.

The only ones who profited in a big way from all the job-killing debt that Romney leveraged were Mitt and his buddies at Bain, along with Wall Street firms like Goldman and Citigroup. Barry Ritholtz, author of *Bailout Nation*, says the criticisms of Bain about layoffs and meanness miss a more important point, which is that the firm's profit-producing record is absurdly mediocre, especially when set against all the trouble and pain its business model causes. "Bain's fundamental flaw, at least according to the math," Ritholtz writes, "is that they took lots of risk, use immense leverage and charged enormous fees, for performance that was more or less the same as [stock] indexing."

I'M NOT A ROMNEY GUY, BECAUSE I'M NOT A Bain guy," says Lenny Patnode, in an Irish pub in the factory town of Pittsfield, Massachusetts. "But I'm not an Obama guy, either. Just so you know."

I feel bad even asking Patnode about Romney. Big and burly, with white hair and the thick forearms of a man who's stocked a shelf or two in his lifetime, he seems to belong to an era before things like leveraged debt even existed. For 38 years, Patnode worked for a company called KB Toys in Pittsfield. He was the longest-serving employee in the company's history, opening some of the firm's first mall stores, making some of its canniest product buys ("Tamagotchi pets," he says, beaming, "and Tech-Decks, too"), traveling all over the world to help build an empire that at its peak included 1,300 stores. "There were times when I worked seven days a week, 16 hours a day," he says. "I opened three stores in two months once."

Then in 2000, right before Romney gave up his ownership stake in Bain Capital, the firm targeted KB Toys. The debacle that followed serves as a prime example of the conflict between



GOING FOR THE GOLD

Romney sucked up \$1.5 billion in federal aid for the 2002 Winter Olympics – more than the other seven U.S. games combined

the old model of American business, built from the ground up with sweat and industry know-how, and the new globalist model, the Romney model, which uses leverage as a weapon of high-speed conquest.

In a typical private-equity fragging, Bain put up a mere \$18 million to acquire KB Toys and got big banks to finance the remaining \$302 million it needed. Less than a year and a half after the purchase, Bain decided to give itself a gift known as a "dividend recapitalization." The firm induced KB Toys to redeem \$121 million in stock and take out more than \$66 million in bank loans – \$83 million of which went directly into the pockets of Bain's owners and investors, including Romney. "The dividend recap is like borrowing someone else's credit card to take out a cash advance, and then leaving them to pay it off," says Heather Slavkin Corzo, who monitors private equity takeovers as the senior legal policy adviser for the AFL-CIO.

Bain ended up earning a return of at least 370 percent on the deal, while KB Toys fell into bankruptcy, saddled with millions in debt. KB's former parent company, Big Lots, alleged in bankruptcy court that Bain's "unjustified" return on the dividend recap was actually "900 percent in a mere 16 months." Patnode, by contrast, was fired in December 2008, after almost four decades on the job. Like other employees, he didn't get a single day's severance.

I ask Slavkin Corzo what Bain's justification was for the giant dividend recapitalization in the KB Toys acquisition. The question throws her, as though she's surprised anyone would ask for a reason a company like Bain would loot a firm like KB Toys. "It wasn't like, 'Yay, we did a good job, we get a dividend,'" she says with a laugh. "It was like, 'We can do this, so we will.'"

At the time of the KB Toys deal, Romney was a Bain investor and owner, making him a mere beneficiary of the raping and pillaging, rather than its direct organizer. Moreover, KB's demise was hastened by a host of genuine market forces, including competition from video games and cellphones. But there's absolutely no way to look at what Bain did at KB and see anything but a cash grab – one that followed the business model laid out by Romney. Rather than cutting costs and tightening belts, Bain added \$300 million in debt to the firm's bottom line while taking out more than \$120 million in cash – an outright looting that creditors later described in a lawsuit as "breaking open the piggy bank." What's more, Bain smoothed the deal in typical fashion by giving huge bonuses to the company's top managers as the firm headed toward bankruptcy. CEO Michael Glazer got an incredible \$18.4 million, while CFO Robert Feldman received \$4.8 million and senior VP Thomas Alfonsi took home \$3.3 million.

And what did Bain bring to the table in return for its massive, outsize payout? KB Toys had built a small empire by targeting middle-class buyers with value-priced products. It succeeded mainly because the firm's leaders had a great instinct for what they were making and selling. These were people who had been in the specialty toy business since 1922; collectively, they had millions of man-hours of knowledge about how the industry works and how toy customers behave. KB's president in the Eighties, the late Saul Rubenstein, used to carry around a giant computer printout of the company's inventory, and would fall asleep reading it on the weekends, the pages clasped to his chest. "He knew the name and number of all those toys," his widow, Shirley, says proudly. "He loved toys."

Bain's experience in the toy industry, by contrast, was precisely bupkus. They didn't know a damn thing about the business they had taken over – and they never cared to learn. The firm's entire contribution was \$18 million in cash and a huge mound of borrowed money that gave it the power to pull the levers. "The people who came in after – they were never toy people," says Shirley Rubenstein. To make matters worse, former employees say, Bain deluged them with requests for paperwork and reports, forcing them to worry more about the whims of their new bosses than the demands of their customers. "We took our eye off the ball," Patnode says. "And if you take your eye off the ball, you strike out."

In the end, Bain never bothered to come up with a plan for how KB Toys could meet the 21st-century challenges of video games and cellphone gadgets that were the company's ostensible downfall. And that's where Romney's self-touted reputation as a turnaround specialist is a myth. In the Bain model, the actual turnaround isn't necessary. It's just a cover story. It's nice for the private equity firm if it happens, because it makes the acquired company more attractive for resale or an IPO. But it's mostly irrelevant to the success of the takeover model, where huge cash returns are extracted whether the captured firm thrives or not.

"The thing about it is, nobody gets hurt," says Patnode. "Except the people who worked here."

ROMNEY WAS A PRIME MOVER IN THE RADICAL social and political transformation that was cooked up by Wall Street beginning in the 1980s. In fact, you can trace the whole history of the modern age of financialization just by following the highly specific corner of the economic universe inhabited by the leveraged buyout business, where Mitt Romney thrived. If you look at the number of leveraged buyouts dating back two or three decades, you see a clear pattern: Takeovers rose sharply with each of Wall Street's great easy-money schemes, then plummeted just as sharply after each of those scams crashed and burned, leaving the rest of us with the bill.

In the Eighties, when Romney and Bain were cutting their teeth in the LBO business, the primary magic trick involved the junk bonds pioneered by convicted felon Mike Milken, which allowed firms like Bain to find easy financing for takeovers by using wildly overpriced distressed corporate bonds as collateral. Junk bonds gave the Gordon Gekkos of the world sudden primacy over old-school industrial titans like the Fords and the Rockefellers: For the first time, the ability to make deals became more valuable than the ability to make stuff, and the ability to instantly engineer

billions in illusory financing trumped the comparatively slow process of making and selling products for gradual returns.

Romney was right in the middle of this radical change. In fact, according to *The Boston Globe* – whose in-depth reporting on Romney and Bain has spanned three decades – one of Romney's first LBO deals, and one of his most profitable, involved Mike Milken himself. Bain put down \$10 million in cash, got \$300 million in financing from Milken and bought a pair of department-store chains, Bealls Brothers and Palais Royal. In what should by now be a familiar outcome, the two chains – which Bain merged into a single outfit called Stage Stores – filed for bankruptcy

**DUNKIN' DONUTS WILL
HAVE TO SELL 2,011,834
SMALL COFFEES EVERY
MONTH JUST TO PAY
OFF THE \$500 MILLION
DIVIDEND SIPHONED
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ROMNEY BUILT.**

protection in 2000 under the weight of more than \$444 million in debt. As always, Bain took no responsibility for the company's demise. (If you search the public record, you will not find a single instance of Mitt Romney taking responsibility for a company's failure.) Instead, Bain blamed Stage's collapse on "operating problems" that took place three years after Bain cashed out, finishing with a \$175 million return on its initial investment of \$10 million.

But here's the interesting twist: Romney made the Bealls-Palais deal just as the federal government was launching charges of massive manipulation and insider trading against Milken and his firm, Drexel Burnham Lambert. After what must have been a lengthy and agonizing period of moral soul-searching, however, Romney decided not to kill the deal, despite its shady financing. "We did not say, 'Oh, my goodness, Drexel has been accused of something, not been found guilty,'" Romney told reporters years after the deal. "Should we basically stop the transaction and blow the whole thing up?"

In an even more incredible disregard for basic morality, Romney forged ahead with the deal even though Milken's case was being heard by a federal district judge named Milton Pollack, whose wife, Moselle, happened to be the chairwoman of none other than Palais Royal. In short, one of Romney's first takeover deals was financed by dirty money – and one of the corporate chiefs about to receive a big payout from Bain was married to the judge hearing the case. Although the SEC took no formal action, it issued a sharp criticism, complaining that Romney was allowing Milken's money to have a possible influence over "the administration of justice."

After Milken and his junk bond scheme crashed in the late Eighties, Romney and other takeover artists moved on to Wall Street's next get-rich-quick scheme: the tech-Internet stock bubble. By 1997 and 1998, there were nearly \$400 billion in leveraged buyouts a year, as easy money once again gave these financial piracy firms the ammunition they needed to raid companies like KB Toys. Firms like Bain even have a colorful pirate name for the pools of takeover money they raise in advance from pension funds, university endowments and other institutional investors. "They call it dry powder," says Slavkin Corzo, the union adviser.

After the Internet bubble burst and private equity started cashing in on Wall Street's mortgage scam, LBO deals ballooned to almost \$900 billion in 2006. Once again, storied companies with long histories and deep regional ties were descended upon by Bain and other pirates, saddled with hundreds of millions in debt, forced to pay huge management fees and "dividend recapitalizations," and ridden into bankruptcy amid waves of layoffs. Established firms like Del Monte, Hertz and Dollar General were all taken over in a "prairie fire of debt" – one even more destructive than the government borrowing that Romney is flogging on the campaign trail. When Hertz was conquered in 2005 by a trio of private equity firms, including the Carlyle Group, the interest payments on its debt soared by a monstrous 80 percent, forcing the company to eliminate a third of its 32,000 jobs.

In 2010, a year after the last round of Hertz layoffs, Carlyle teamed up with Bain to take \$500 million out of another takeover target: the parent company of Dunkin' Donuts and Baskin-Robbins. Dunkin' had to take out a \$1.25 billion loan to pay a dividend to its new private equity owners. So think of this the next time you go to Dunkin' Donuts for a cup of coffee: A small cup of

joe costs about \$1.69 in most outlets, which means that for years to come, Dunkin' Donuts will have to sell about 2,011,834 small coffees every month – about \$3.4 million – just to meet the interest payments on the loan it took out to pay Bain and Carlyle their little one-time dividend. And that doesn't include the principal on the loan, or the additional millions in debt that Dunkin' has to pay every year to get out from under the \$2.4 billion in debt it's now saddled with after having the privilege of being taken over – with borrowed money – by the firm that Romney built.

IF YOU HAVEN'T HEARD MUCH ABOUT HOW TAKEOVER deals like Dunkin' and KB Toys work, that's because Mitt Romney and his private equity brethren don't want you to. The new owners of American industry are the polar opposites of the Milton Hersheys and Andrew Carnegies who built this country, commercial titans who longed to leave visible legacies of their accomplishments, erecting hospitals and schools and libraries, sometimes leaving behind thriving towns that bore their names.

The men of the private equity generation want no such thing. "We try to hide religiously," explained Steven Feinberg, the CEO of a takeover firm called Cerberus Capital Management that recently drove one of its targets into bankruptcy after saddling it with \$2.3 billion in debt. "If anyone at Cerberus has his picture in the paper and a picture of his apartment, we will do more than fire that person," Feinberg told shareholders in 2007. "We will kill him. The jail sentence will be worth it."

Which brings us to another aspect of Romney's business career that has largely been hidden from voters: His personal fortune would not have been possible without the direct assistance of the U.S. government. The taxpayer-funded subsidies that Romney

has received go well beyond the humdrum, backdoor, welfare-sucking that all supposedly self-made free marketeers inevitably indulge in. Not that Romney hasn't done just fine at milking the government when it suits his purposes, the most obvious instance being the incredible \$1.5 billion in aid he siphoned out of the U.S. Treasury as head of the 2002 Winter Olympics in Salt Lake – a sum greater than all federal spending for the previous seven U.S. Olympic games combined. Romney, the supposed fiscal conservative,

blew through an average of \$625,000 in taxpayer money per athlete – an astounding increase of 5,582 percent over the \$11,000 average at the 1984 games in Los Angeles. In 1993, right as he was preparing to run for the Senate, Romney also engineered a government deal worth at least \$10 million for Bain's consulting firm, when it was teetering on the edge of bankruptcy. (See "The Federal Bailout That Saved Romney," page 52.)

But the way Romney most directly owes his success to the government is through the structure of the tax code. The entire business of leveraged buyouts wouldn't be possible without a provision in the federal code that allows companies like Bain to deduct the interest on the debt they use to acquire and loot their targets. This is the same universally beloved tax deduction you can use to write off your mortgage interest payments, so tampering with it is considered political suicide – it's been called the "third rail of tax reform." So the Romney who routinely rails against the national debt as some kind of child-killing "mortgage" is the same man who spent decades exploiting a tax deduction specifically

ROMNEY ISN'T BLUE OR RED. HE'S THE APOSTLE OF A REVOLUTION IN WHICH TRANSACTIONS ARE MANUFACTURED INSTEAD OF PRODUCTS, WEALTH IS GENERATED WITHOUT PROSPERITY.



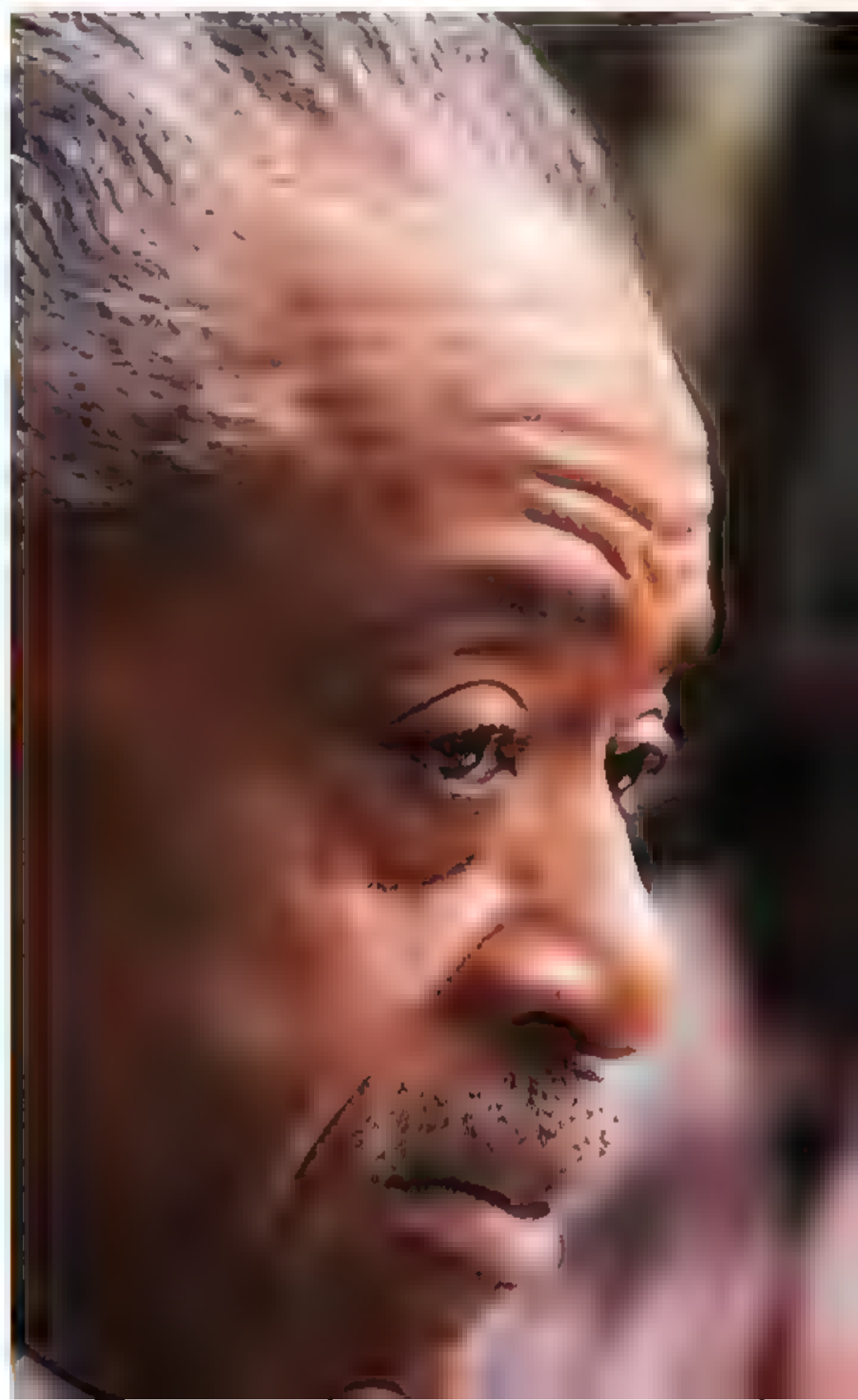
"THE MIDDLE CLASS
BUILT AMERICA. IT'S
TIME FOR AMERICA
TO REBUILD
THE MIDDLE CLASS."

Al Sharpton

LEAN FORWARD

AL SHARPTON, msnbc host

msnbc



designed for mortgage holders in order to bilk every dollar he could out of U.S. businesses before burning them to the ground.

Because minus that tax break, Romney's debt-based takeovers would have been unsustainably expensive. Before Lynn Turner became chief accountant of the SEC, where he reviewed filings on takeover deals, he crunched the numbers on leveraged buyouts as an accountant at a Big Four auditing firm. "In the majority of these deals," Turner says, "the tax deduction has a big enough impact on the bottom line that the takeover wouldn't work without it."

Thanks to the tax deduction, in other words, the government actually incentivizes the kind of leverage-based takeovers that Romney built his fortune on. Romney the businessman built his career on two things that Romney the candidate decries: massive debt and dumb federal giveaways.

"I don't know what Romney would be doing but for debt and its tax-advantaged position in the tax code," says a prominent Wall Street lawyer, "but he wouldn't be fabulously wealthy."

Adding to the hypocrisy, the money that Romney personally pocketed on Bain's takeover deals was usually taxed not as income, but either as capital gains or as "carried interest," both of which are capped at a maximum rate of 15 percent. In addition, reporters have uncovered plenty of evidence that Romney takes full advantage of offshore tax havens: He has an interest in at least 12 Bain funds, worth a total of \$30 million, that are based in the Cayman Islands; he has reportedly used a squirrely tax shelter known as a "blocker corporation" that cheats taxpayers out of some \$100 million a year; and his wife, Ann, had a Swiss bank account worth \$3 million. As a private equity pirate, Romney pays less than half the tax rate of most American executives – less, even, than teachers, firefighters, cops and nurses. Asked about the fact that he paid a tax rate of only 13.9 percent on income of \$21.7 million in 2010, Romney responded testily that the massive windfall he enjoys from exploiting the tax code is "entirely legal and fair."

Essentially, Romney got rich in a business that couldn't exist without a perverse tax break, and he got to keep double his earnings because of another loophole – a pair of bureaucratic accidents that have not only teamed up to threaten us with a Mitt Romney presidency but that make future Romneys far more likely. "Those two tax rules distort the economics of private equity investments, making them much more lucrative than they should be," says Rebecca Wilkins, senior counsel at the Center for Tax Justice. "So we get more of that activity than the market would support on its own."

LISTEN TO MITT ROMNEY SPEAK, AND SEE IF you can notice what's missing. This is a man who grew up in Michigan, went to college in California, walked door to door through the streets of southern France as a missionary and was a governor of Massachusetts, the home of perhaps the most instantly recognizable, heavily accented English this side of Edinburgh. Yet not a trace of any of these places is detectable in Romney's diction. None of the people in any of those places bled in and left a mark on the man.

Romney is a man from nowhere. In his post-regional attitude, he shares something with his campaign opponent, Barack Obama, whose background is a similarly jumbled pastiche of regionally nonspecific non-identity. But in the way he bounced around the world as a half-orphaned child, Obama was more like an involuntary passenger in the demographic revolution reshaping the planet than one of its leaders.

Romney, on the other hand, is a perfect representative of one side of the ominous cultural divide that will define the next generation, not just here in America but all over the world. Forget about the Southern strategy, blue versus red, swing states and swing voters – all of those political clichés are quaint relics of a less threatening era that is now part of our past, or

soon will be. The next conflict defining us all is much more unnerving.

That conflict will be between people who live somewhere, and people who live nowhere. It will be between people who consider themselves citizens of actual countries, to which they have patriotic allegiance, and people to whom nations are meaningless, who live in a stateless global archipelago of privilege – a collection of private schools, tax havens and gated residential communities with little or no connection to the outside world.

Mitt Romney isn't blue or red. He's an archipelago

man. That's a big reason that voters have been slow to warm up to him. From LBJ to Bill Clinton to George W. Bush to Sarah Palin, Americans like their politicians to sound like they're from somewhere, to be human symbols of our love affair with small towns, the girl next door, the little pink houses of Melencamp myth. Most of those mythical American towns grew up around factories – think chocolate bars from Hershey, baseball bats from Louisville, cereals from Battle Creek. Deep down, what scares voters in both parties the most is the thought that these unique and vital places are vanishing or eroding – overrun by immigrants or the forces of globalism or both, with giant Walmarts descending like spaceships to replace the corner grocer, the family barber and the local hardware store, and 1,000 cable channels replacing the school dance and the gossip at the local diner.

Obama ran on "change" in 2008, but Mitt Romney represents a far more real and seismic shift in the American landscape. Romney is the frontman and apostle of an economic revolution, in which transactions are manufactured instead of products, wealth is generated without accompanying prosperity, and Cayman Islands partnerships are lovingly erected and nurtured while American communities fall apart. The entire purpose of the business model that Romney helped pioneer is to move money into the archipelago from the places outside it, using massive amounts of taxpayer-subsidized debt to enrich a handful of billionaires. It's a vision of society that's crazy, vicious and almost unbelievably selfish, yet it's running for president, and it has a chance of winning. Perhaps that change is coming whether we like it or not. Perhaps Mitt Romney is the best man to manage the transition. But it seems a little early to vote for that kind of wholesale surrender.



RED, WHITE AND SCREW

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BOSE
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THE FEDERAL BAILOUT THAT SAVED ROMNEY

BY TIM DICKINSON

MITT ROMNEY LIKES TO SAY HE WON'T "APOLOGIZE" for his success in business. But what he never says is "thank you" – to the American people – for the federal bailout of Bain & Company that made so much of his outsize wealth possible.

According to the candidate's mythology, Romney took leave of his duties at the private equity firm Bain Capital in 1990 and rode in on a white horse to lead a swift restructuring of Bain & Company, preventing the collapse of the consulting firm where his career began. When *The Boston Globe* reported on the rescue at the time of his Senate run against Ted Kennedy, campaign aides spun Romney as the wizard behind a "long-shot miracle," bragging that he had "saved bank depositors all over the country \$30 million when he saved Bain & Company."

In fact, government documents on the bailout obtained by *ROLLING STONE* show that the legend crafted by Romney is basically a lie. The federal records, obtained under the Freedom of Information Act, reveal that Romney's initial rescue attempt at Bain & Company was actually a disaster – leaving the firm so financially strapped that it had "no value as a going concern." Even worse, the federal bailout ultimately engineered by Romney screwed the FDIC – the bank insurance system backed by taxpayers – out of at least \$10 million. And in an added insult, Romney rewarded top executives at Bain with hefty bonuses at the very moment that he was demanding his handout from the feds.

With his selection of Paul Ryan as his running mate, Romney has made fiscal stewardship the centerpiece of his campaign. A banner at MittRomney.com declared WE HAVE A MORAL RESPONSIBILITY NOT TO SPEND MORE THAN WE TAKE IN. Romney also opposed the federal bailout for Detroit automakers, famously arguing that the industry should be forced into bankruptcy. Government bailouts, he insists, are "the wrong way to go."

But the FDIC documents on the Bain deal – which were heavily redacted by the firm prior to release – show that as a wealthy businessman, Romney was willing to go to extremes to secure a federal bailout to serve his own interests. He had a lot at stake, both financially and politically. Had Bain & Company collapsed, insiders say, it would have dealt a grave setback to Bain Capital, where Romney went on to build a personal fortune valued at as much as \$250 million. It would also have short-circuited his political career before it began, tagging Romney as a failed businessman unable to rescue his own firm.

"None of us wanted to see Bain be the laughingstock of the business world," recalls a longtime Romney lieutenant who asked not to be identified. "But Mitt's reputation was on the line."

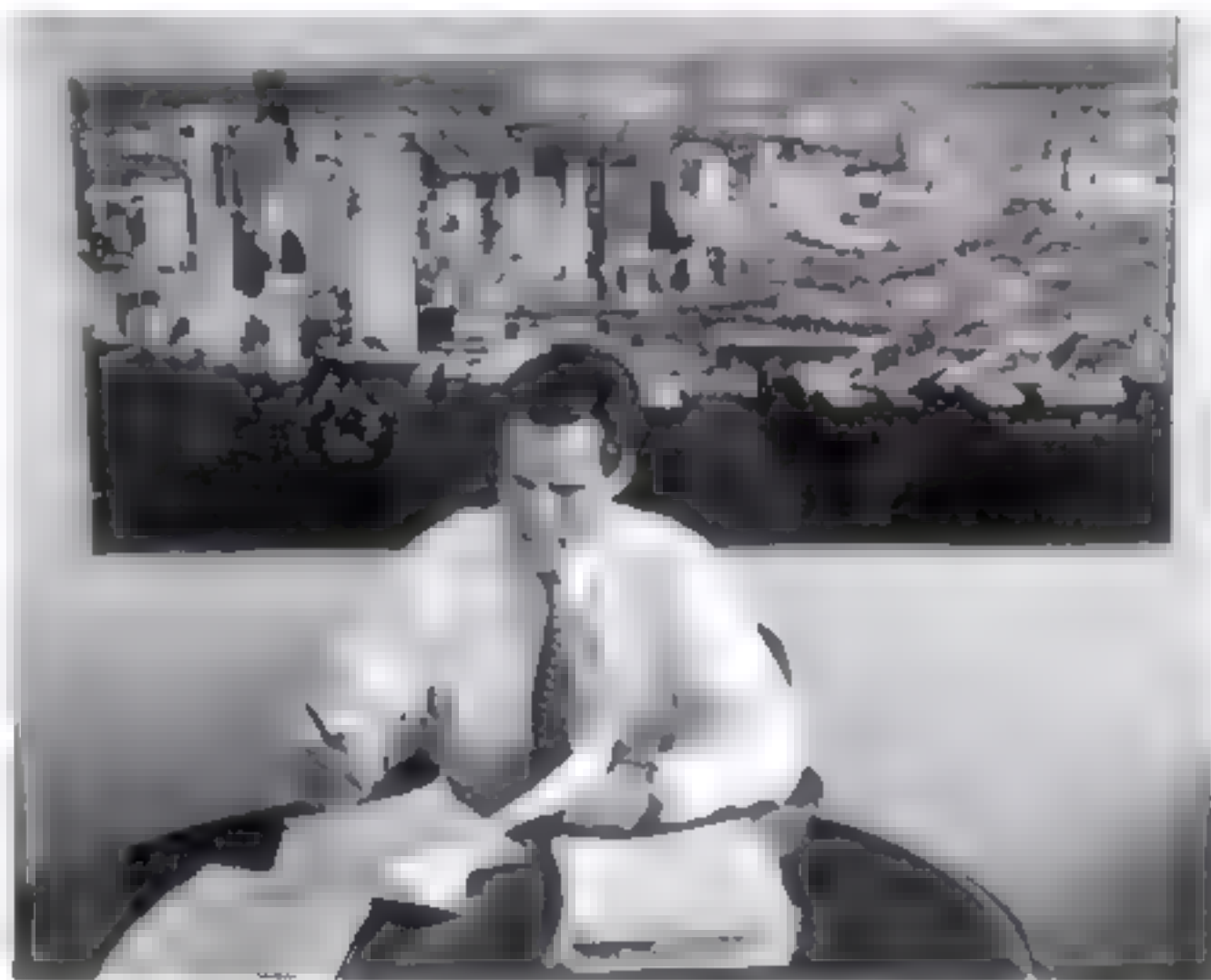
THE TROUBLE BEGAN IN 1984, WHEN BAIN & COMPANY spun off Bain Capital to engage in leveraged buyouts and put Romney in charge of the new operation. To free up money to invest in the new business, founder Bill Bain and his partners cashed out much of their stock in the consulting firm – leaving it saddled with about \$200 million in debt. (Romney, though not a founder, reportedly profited from the deal.) "People will tell you that Bill raped the place clean, was greedy, didn't know when to stop," a former Bain consultant later conceded. "Did they take too much out of the firm? You bet."

The FDIC documents make clear what happened next: "Soon after the founders sold their equity," analysts reported, "business began to drop off." First came scandal: In the late 1980s, a Bain consultant became a key figure in an illegal stock manipulation scheme in London. The firm's reputation took a hit, and it fired 10 percent of its consulting force. By the time the 1989 recession began, Bain & Company found itself going broke fast. Cash flows weren't enough to service the debt imposed by the founders, and the firm could barely make payroll. In a panic, Bill Bain tapped Romney, his longtime protégé, to take the reins.

In Romney's own retelling, he casts himself as a selfless and loyal company man. "There was no upside," he told his cheerleading biographer Hugh Hewitt in 2007. "There

was no particular reason to do it other than a sense of obligation and duty to an organization that had done great things for me."

In fact, Romney had a direct stake in the survival of Bain & Company: He had been working to build the Bain brand his entire career, and felt he had to save the firm at all costs. After all, Bain sold top-dollar strategic advice to big businesses about how to protect themselves from going bust. If Bain & Company went bankrupt, recalls the Romney deputy, "anyone associated with them would have looked clownish." Indeed, when a banker from Goldman Sachs urged Bain to consider bankruptcy as the obvious solution to the firm's woes, Romney's desperation began to show. He flatly refused to discuss it – and in the ensuing argument, one witness says, Romney almost ended up in a brawl when the Goldman banker advised him to "go fuck yourself." For the sake of Romney's career and fortune, bankruptcy was simply not an option – no matter who got screwed in the process.



RESCUE ME

Romney as chief executive of Bain Capital in November 1993

ACCORDING TO THE GOVERNMENT RECORDS OBTAINED BY ROLLING STONE, Bain & Company "defaulted on its debt obligations" at nearly the same time that "W. Mitt Romney ... stepped in as managing director (and later chief executive) in 1990 and led the financial restructuring intended to get the firm back on track."

Romney moved decisively, and his early efforts appeared promising. He persuaded the founders to return \$25 million of the cash they had raided from Bain & Company and forgive \$75 million in debt, in return for protection from most future liabilities. Romney then consolidated Bain's massive debts into a single, binding loan agreement with four banks, which received liens on Bain's assets and agreed to delay repayments on the firm's debts for two years. The federal government also signed off on the deal, since the FDIC had recently taken control of a bank that was owed \$30.6 million by Bain. Romney assured creditors that the restructuring would enable Bain to "operate normally, compensate its professionals competitively" and, ultimately, pay off its debts.

Almost as soon as the FDIC agreed to the loan restructuring, however, Romney's rescue plan began to fall apart. "The company realized early on that it would be unable to hit its revenue targets or manage the debt structure," the documents reveal. By the spring of 1992, Bain's decline was perilous: "If Bain goes into default," one analyst warned the FDIC, "the bank group will need to decide whether to force Bain into bankruptcy."

With his rescue plan a bust, Romney was forced to slink back to the banks to negotiate a new round of debt relief. There was only one catch: Even though Bain & Company was deep in debt and sinking fast, the firm was actually flush with cash – most of it from the looted money that Bill Bain and other partners had given back. "Liquidity is strong based on the significant cash balance which Bain is carrying," one federal document reads.

Under normal circumstances, such ample reserves would have made liquidating Bain an attractive option: Creditors could simply divvy up the stockpiled cash and be done with the troubled firm. But Bain had inserted a poison pill in its loan agreement with the banks: Instead of being required to use its cash to pay back the firm's creditors, the money could be pocketed by Bain executives in the form of fat bonuses – starting with VPs making \$200,000 and up. "The company can deplete its cash balances by making officer-bonus payments," the FDIC lamented, "and still be in compliance with the loan documents."

What's more, the bonus loophole gave Romney a perverse form of leverage: If the banks and the FDIC didn't give in to his demands and forgive much of Bain's debts, Romney would raid the firm's coffers, pushing it into the very bankruptcy that the loan agreement had been intended to avert. The losers in this game would not only be Bain's creditors – including the federal government – but the firm's nearly 1,000 employees worldwide.

IN MARCH 1992, ACCORDING TO THE FDIC DOCUMENTS, Romney approached the banks and played the bonus card. Allow Bain to pay off its debt at a deep discount, he demanded – just 35 cents on the dollar. Otherwise, the "majority" of the firm's "excess cash" would "be available for the bonus pool to its officers at a vice president level and above."

The next month, when the banks balked at the deal, Romney decided to prove he wasn't bluffing. "As the bank group did not accept the proposal from Bain," the records show, "Bain's senior management has decided to go forth with the distribution of bonuses." (Bain's lawyers redacted the amount of the executive payouts, and the Romney campaign refused to comment on whether Romney himself received a bonus.)

Romney's decision to place executive compensation over fiscal responsibility immediately put Bain on the ropes. By that July, FDIC analysts reported, Bain had so little money left that "the company will actually run out of cash and default on the

existing debt structure" as early as 1995. If that happened, Bain employees and American consumers would take the hit – an alternative that analysts considered "catastrophic."

But Romney didn't dole out all of Bain's cash as bonuses right away. According to a record from May 1992, he set aside some of the money to put one last squeeze on the firm's creditors. Romney now demanded that the banks and the government agree to a deal that was even less favorable than the last – to retire Bain's debts "at a price up to but not exceeding 30 cents on the dollar."

The FDIC considered finding a buyer to take over its loans to Bain, but analysts concluded that "Bain has no value as a going concern." And the government wasn't likely to get much out of Bain if it allowed the firm to go bankrupt: The loan agreement engineered by Romney had left the FDIC "virtually unsecured" on the \$30.6 million it was owed by Bain. "Once bonuses are paid," the analysts warned, "all members of the bank group believe this company will dissolve during 1993."

About the only assets left would be Bain's office equipment. The records show FDIC analysts pathetically attempting to assess the value of such items, including an HP LaserJet printer, before concluding that most of the gear was so old that the government's "portion of any liquidation proceeds would be negligible."


HOW HAD ROMNEY SCORED SUCH A FAVORABLE deal at the FDIC's expense? It didn't hurt that he had close ties to the agency – the kind of "crony capitalism" he now decries. A month before he closed the 1991 loan agreement, Romney promoted a former FDIC bank examiner to become a senior executive at Bain. He also had pull at the top: FDIC chairman Bill Seidman, who had served as finance chair for Romney's father when he ran for president in 1968.

The federal documents also reveal that, contrary to Romney's claim that he returned full time to Bain Capital in 1992, he remained involved in bailout negotiations to the very end. In a letter dated March 23rd, 1993, Romney reassured creditors that his latest scheme would return Bain & Company to "long-term financial stability." That same month, Romney once again threatened to "pay out maximum bonus distributions" to top executives unless much of Bain's debt was erased.

In the end, the government surrendered. At the time, *The Boston Globe* cited bankers dismissing the bailout as "relatively routine" – but the federal documents reveal it was anything but. The FDIC agreed to accept nearly \$5 million in cash to retire \$15 million in Bain's debt – an immediate government bailout of \$10 million. All told, the FDIC estimated it would recoup just \$14 million of the \$30 million that Romney's firm owed the government.

It was a raw deal – but Romney's threat to loot his own firm had left the government with no other choice. If the FDIC had pushed Bain into bankruptcy, the records reveal, the agency would have recouped just \$3.56 million from the firm.

The Romney campaign refused to respond to questions for this article; a spokeswoman said only that "Mitt Romney turned around Bain & Company by getting all parties to come to the table and make difficult decisions." But while taxpayers did not finance the bailout, the debt forgiven by the government was booked as a loss to the FDIC – and then recouped through higher insurance premiums from banks. And banks, of course, are notorious for finding ways to pass their costs along to customers, usually in the form of higher fees. Thanks to the nature of the market, in other words, the bailout negotiated by Romney ultimately wound up being paid by the American people.

Even as consumers took a loss, however, a small group of investors wound up getting a good deal in the bailout. Bain Capital – the very firm that had triggered the crisis in the first place – walked away with \$4 million. That was the fee it charged Bain & Company for loaning the consulting firm the services of its chief executive – one Willard Mitt Romney. 

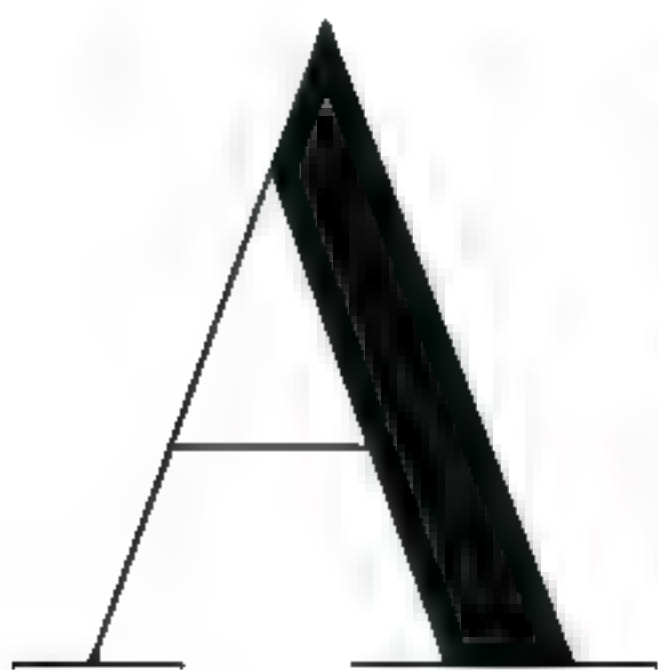




The Voice

Art Garfunkel has one of rock's great instruments. What would he do if he lost it? By David Fricke

PHOTOGRAPHS BY MARK SELIGER



ART GARFUNKEL TILTS HIS HEAD BACK slightly and takes a quick breath. Then he sings the chorus from his most famous and successful recording, Simon and Garfunkel's 1970 Number One single "Bridge Over Troubled Water." The voice is unmistakable: warm and elegant in its slow, feathery motion. So are the small, striking imperfections – scuffed edges, a momentarily shaky pitch – as Garfunkel hovers through the word "bridge" and rolls through the soft tumble of "troubled water."

"Hear those little crackle things?" he says, sitting in the tiny penthouse office of his apartment on Manhattan's Upper East Side. "The midrange lost its finesse, and I can't hold my tones as true and skillfully." The upper and lower ends of Garfunkel's range – a countertenor, high and bright, with an unusually rich baritone reach – are fine, he adds. And, he promises, "With a lot of warming up, I can get that finesse back. But it doesn't come easy."

Garfunkel, who turns 71 in November, is speaking frankly about the current mending state and uncertain future of his singing. In January 2010, after returning to New York from a performance in Nicaragua, Garfunkel was eating lobster in a restaurant when "a strand got caught in my throat," he recalls. "I couldn't swallow. I gagged. And I was scared."

X-rays revealed that Garfunkel was suffering from vocal-cord paresis, a form of paralysis. One of his two cords had swollen and stiffened, with no apparent warning or cause. The condition forced Simon and Garfunkel to cancel a 2010 North American tour and Garfunkel to contemplate the possible total loss of, as he puts it, "my dear best friend, since I was five. Paul Simon – he's a pretty close friend," he says of his childhood mate and the singing-songwriting half of Simon and Garfunkel. "But me and singing are even closer."

"I never had any trouble before," Garfunkel says. "My voice is to be counted on. The insecurities you have when you cross the threshold into a room full of strangers – at that moment, I sing." But with the paresis, for the first time in his life, Garfunkel was forced to confront "that plague of a notion – 'is this gone for good?'"

His friend is coming back. Five days after this interview, Garfunkel will give his first full-length concert in two and a half years in Williamstown, Massachusetts – the prelude to a solo tour in the fall. And in August, he released *The Singer*, a two-CD anthology that combines choice vocal moments from his history in Simon and Garfunkel with his best solo material

from the past four decades. *The Singer* also includes Garfunkel's first studio recordings since his diagnosis – the romantic ballads "Lena" and "Long Way Home," cut earlier this year in Los Angeles.

"He clearly had a grateful air about him, that his voice was indeed returning," says singer-songwriter Maia Sharp, who produced the new tracks. "His midrange is definitely the slowest part to come back around. If the melody was sitting in the midrange, that took the most tries." Sharp notes that Garfunkel was "pleasantly surprised" as he listened to his completed performance on one of the songs, "because he remembered how hard the experience was."

"I want him to be fully functional, because I love his singing," says David Crosby, a close friend who has harmonized with Garfunkel often onstage and on record. "His choice of notes is exquisite. You can't help falling in love with that incredible floating sensation when he sings softly and lyrically."

The last time Crosby heard Garfunkel sing was a year ago, "in a tunnel in Central Park – he sang to show me the echo in there," Crosby says. "He sounded like he was struggling. But he started out with the best instrument in the world. I'm sure he's going to keep trying to be that."

Garfunkel's healing regimen is mostly common sense. "Stay out of trouble vocal-

ly," he says. "Watch out for the telephone. Get the good night's sleep." For his daily vocal exercise, Garfunkel sings along to records by James Taylor, the Everly Brothers and Chet Baker on his iPod. "I'm going to find out a lot this weekend," he says of the Williamstown show, which he plans to open with a tender tightrope walk: "For Emily, Whenever I May Find Her," from Simon and Garfunkel's 1966 album, *Parsley, Sage, Rosemary and Thyme*. "I will be all ears, as will the audience. Is it there? If it's not, I'm really up the creek."

The morning after that concert, Garfunkel is pleased, within reason. "It went well," he says, calling from the car on the way back from Williamstown. "I was fragile in 'For Emily,' but it held to a level of, shall I say, can-do. No breakdown."

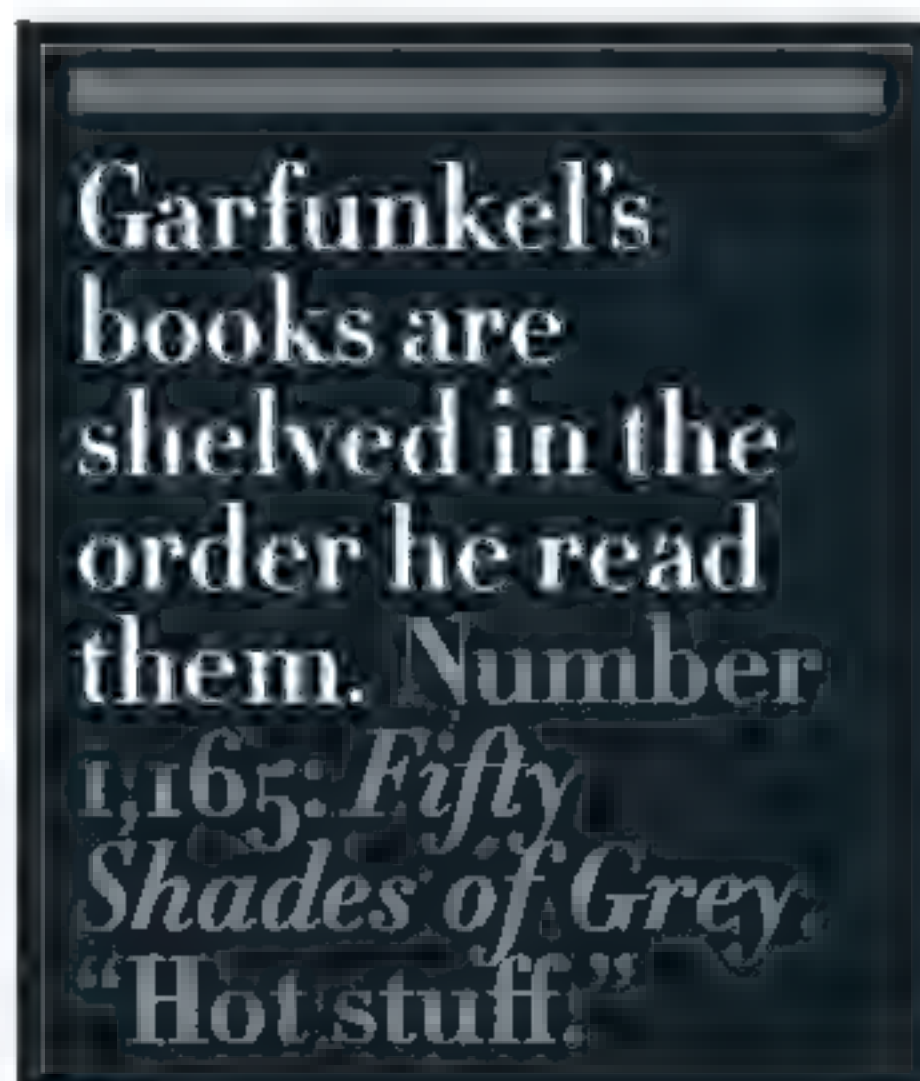
There were concessions to his troubled midrange. He says he pushed up the key in "Bright Eyes," from his 1979 solo album, *Fate for Breakfast*, and "rewrote the ending" to "Bridge Over Troubled Water." "I found something that gives me goose bumps but takes off in lower notes."

Garfunkel then recalls a comment Simon made during the recording of "Bridge Over Troubled Water": "Paul said, 'Artie, why are you going up on those big notes, so triumphal, when the words you're singing are "I will ease your mind"?' So I rewrote it to serve the lyric a little bit – and that heart's ease."

OUTSIDE THE PENTHOUSE – A THREE-floor apartment, a few steps from Central Park, that Garfunkel bought in the mid-Seventies – is a patio with panoramic views of Manhattan in all directions. Inside, the small, square room is a museum of his life and mind, stuffed with artifacts and memorabilia from his career: a huge-for-the-space Fender Rhodes electric piano and photographs – many with his second wife, Kim, and their sons James, now 21, and Beau, six. On one wall hangs a framed 78-rpm copy of Simon and Garfunkel's first single, "Hey Schoolgirl," an archetypal slice of early-rock cheese credited to Tom and Jerry and released in 1957. It peaked at Number 49 on *Billboard*. But that was enough to get the harmonizing school friends from Queens, still in their midteens, on *American Bandstand*.

Next to that record, pinned to a corkboard, is a photograph of Garfunkel in 1953, with his sixth-grade class at P.S. 164 in Flushing, Queens. Garfunkel points to the boy in the upper-left corner, beaming with a thick, high crown of angelic blond hair. "What a goody-goody," he says, chuckling at himself. "Must have had a hard time at school, being that sweet."

Everywhere else are books: lined up on shelves to the ceiling, in the order in which Garfunkel has read them, with place cards to mark the year. A lifelong bibliophile, Garfunkel keeps a numbered tally on his website, although the current figure there,



Senior writer DAVID FRICKE wrote "Radiohead Reconnect" in RS 1155.

1,160, needs updating. "Here's 1,171, the last one," he says, pulling out Goethe's *The Man of Fifty*. Next to it is *The Intelligent Investor*, published in 1949 – "This is what Warren Buffett uses" – and, at 1,165, the current erotic smash *Fifty Shades of Grey*. "You should read it," Garfunkel says, laughing. "It's hot stuff."

"I could talk with Artie for days and never run out of subjects," Crosby says. "He still, at this point in his life, wants to learn more, which is the sign of real intelligence." Indeed, at the start of our interview in his penthouse, Garfunkel proposes that "for every two questions you ask, I'm going to ask you one. We'll start with you. Socioeconomically, were you a rich kid? Poor? Middle-class? Play ball in the streets?" When he finds out I am from Philadelphia, he rhapsodizes about the city's baseball team, the Phillies, his favorite, running down the names of star players from the Fifties.

"Had 'The Sound of Silence' not become a Number One hit, my life would not have been musical," Garfunkel says, referring to the 1965 single that made Simon and Garfunkel overnight folk-rock stars. "I was an academic fellow. I would probably have been a teacher, somewhere on the campus." During the duo's first two years of hits and touring, Garfunkel – already armed with a bachelor's degree in art history and a master's in mathematical education – was also pursuing a doctorate at Columbia University's Teachers College. He stopped short of doing his dissertation because, he says, "the rock & roll way of life trumped everything."

Born on November 5th, 1941, Garfunkel grew up singing. He remembers his parents, Jack and Rose, harmonizing around the house, "never out of it." But at nine, Art, the second of their three sons, was already a performer – a cantor in his synagogue, "putting a little cry in my voice," he says, "for pseudodrama." Black secular inspiration came from Sam Cooke and Chuck Berry and records such as "Earth Angel," by the Penguins.

"I'm a white, thinking, middle-class proper fellow, but I love Little Richard," Garfunkel insists. Asked to point out the rhythm & blues in his delivery, he sings another line from "Bridge Over Troubled Water": "Sail on, silver bird/Sail on bah." "It's not 'Sail on by,'" he points out. "The

black diction – you take it for granted. It's so natural."

"It's always been hard to place me," Garfunkel contends, "because I entered the consciousness as kind of a silent partner" – the one who didn't write the songs during Simon and Garfunkel's late-Sixties streak of creative acclaim and commercial success. *The Singer* contests that notion, highlighting Garfunkel's quietly insistent, emotional presence in "April Come She Will," from 1965's *Sounds of Silence*, and

he described his relationship with Garfunkel as "cautious. We get along by observing certain rules." He also said this: "I viewed Simon and Garfunkel as a three-way partnership," including engineer Roy Halee. "Every person had a relatively equal say."

Graham Nash saw that dynamic firsthand in 1966, during his first trip to New York with the Hollies, when Simon and Garfunkel invited him to a session for *Parsley, Sage, Rosemary and Thyme*. "This was not the Paul Simon show," Nash says


now. "Art had definite ideas of where to go as a singer, with the music and when." Later, Nash and Crosby contributed harmonies to Garfunkel's 1975 Top 40 hit "Breakaway," included on *The Singer*. "He had a thought about how it should sound, what we should change," Nash says of Garfunkel. "And he was completely right."

Garfunkel responds to the inevitable question about the future of Simon and Garfunkel with hopeful reserve. "It takes two to tango," he says. "We have to feel in the mood, both of us." But in the penthouse, the fondness breaks through. "It's in the nature of human beings that things move. That's going to lead to separations. But then it comes to 'Who's funnier than Paul Simon? Who knows me better? What a great guitar player. Where's his number?' It always comes down to the same thing."

For now, Garfunkel is, as he says bluntly, "a recuperating singer." He describes a typical day. "I'm up at 6:00, farmer's hours. I'm raising a boy. I'm out at the coffee shop, reading the newspaper. And I always have a book. Right now, I'm reading two" – *Early Medieval*

History, 300–1000 and Tom Wolfe's campus romp *I Am Charlotte Simmons*. Later, Garfunkel walks through his neighborhood, singing along to his iPod. There is business to attend to, exercise and, recently, rehearsals for the upcoming solo concerts.

"Can singing become my reliable friend again?" Garfunkel asks, during the call after that first show. "I can't give you the positive answer yet. I have my fingers crossed. I feel good. But I've gotta dig deep, have my experience and trust it will be OK. Before the shape to the marble, there is the stone. Then comes sculpturing."

So far, he says, "There's the stone, there's the outline." He pauses. "The rest will be fine." 

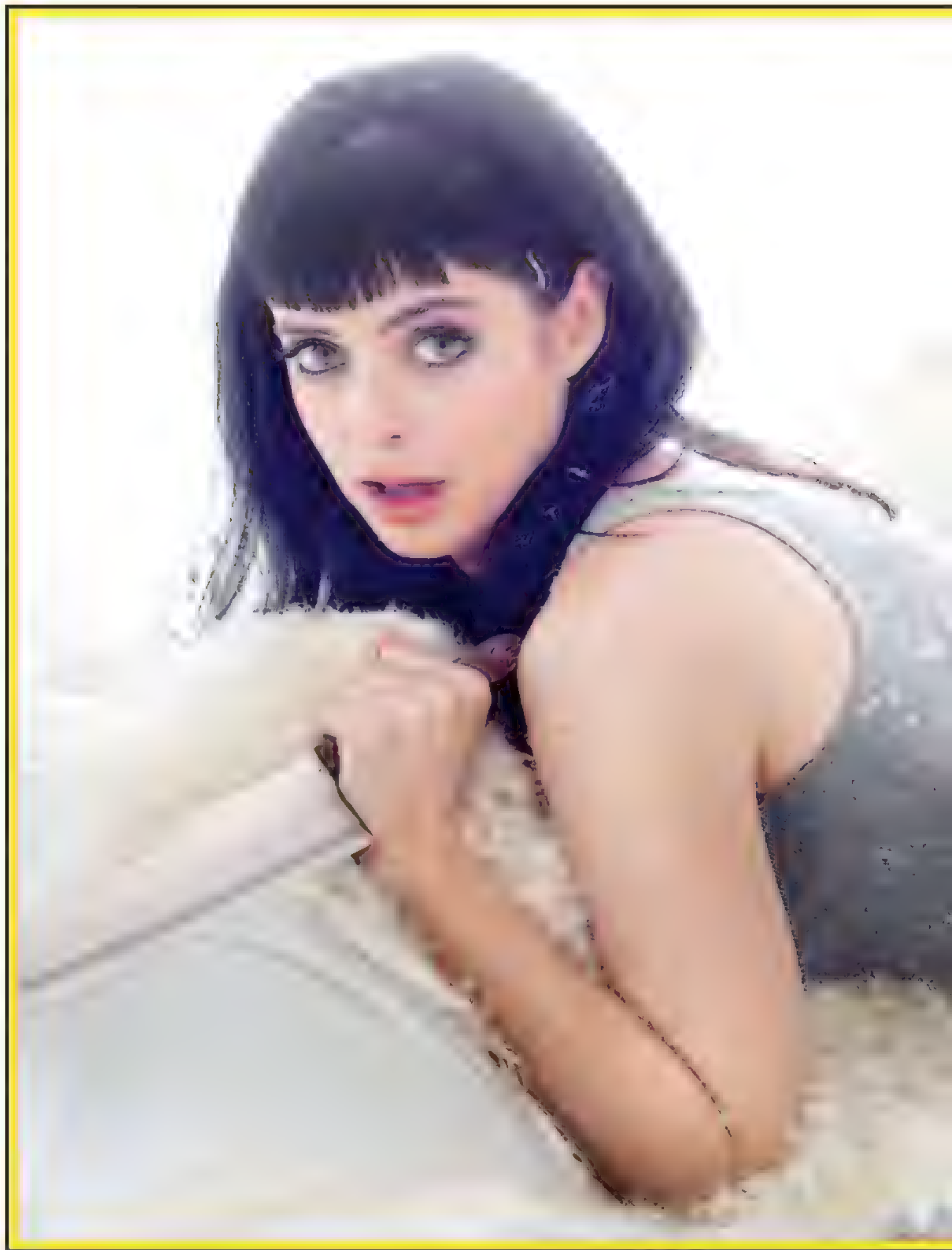


PARTNERS

Garfunkel and Simon in 1966
"We have to feel in the mood, both of us,"
Garfunkel says of working with Simon

the 1966 Top 20 version of the traditional British carol "Scarborough Fair." *The Singer* also reflects Simon and Garfunkel's peculiar durability since they broke up over personal tensions and artistic estrangement in 1970. A vintage-sounding pure-folk version of the *Sounds of Silence* ballad "Kathy's Song," with just Simon's guitar and Garfunkel's vocal, was actually recorded at a 2003 reunion show.

Simon could not be reached for comment for this story. In a 1972 *ROLLING STONE* interview, with the split still fresh,



COMEDY 2012

LITTLE MISS SUNSHINE

With 'Don't Trust the B---- in Apt. 23,' ex-model Krysten Ritter has found a new calling as a psychotically funny mean girl

MOST PEOPLE WHO STOP KRYSTEN RITTER ON THE STREET TELL her the same grim news: "They say, 'Oh, my God, I watched you die last night,'" she says. These people are referring to Ritter's breakout role, on *Breaking Bad*, as a drug addict – and, more specifically, to the scene where her character chokes to death on her own vomit. But ever since ABC picked up her anarchically funny sitcom, *Don't Trust the B---- in Apt. 23*, strangers have begun yelling something new: "What up, B?"

Ritter portrays Chloe, the scheming B---- in question, with Bugs Bunny-ish glee. "There's nobody else like her on television – she's such a fucker!" says Ritter. Chloe hes, steals, sleeps with her roommate's fiancé and bounces around Manhattan hot spots with "her straight-gay BFF" (James Van Der Beek, [Cont. on 60])

CAMPAIGN 2012

JOHN OLIVER

The 'Daily Show' senior British correspondent previews the election

JOHAN OLIVER ESCAPED HIS NATIVE ENGLAND to join *The Daily Show* in 2006, and his boisterous but whip-smart reports are routinely the best part of any given episode. Oliver has been juggling a stand-up career and a role on *Community* as rapping psychologist Ian Duncan, but we caught him in his *Daily Show* office, where he explained why his wife is disgusted with him, and why the upcoming presidential conventions will be depressing.

As viewers, how do we know whether you're in a foreign country, or just in front of a cheesy backdrop?

If we're reporting from a war zone and wearing Stephen Colbert's vest, we are probably pretending. That pseudo flak jacket has been handed down from correspondent to correspondent.

Your wife was a combat medic in the Iraq War. What does she think of the cowardly reporting you do?

I come home and say, "Oh, it was hard today..." and you see the disgust across her face. Sometimes she'll tell me, "Grow a pair and shut up."

As a comedian, would you prefer a Romney or an Obama victory this fall?

I have no comedie preference.

Don't you
think there's

something funny about the phrase "President Romney"?

He would disagree. When you're that entitled, those words have been rolling off your tongue forever. I'm sure he had graving temples at age 11.

How will the 2012 conventions be different from 2008?

Last time, there was a frenzy - people were excited that Obama was the nominee, and that this Alaskan angel had emerged to save the Republicans. Both sides are going to be faking that this year.

Will Paul Ryan prove to be as funny as Sarah Palin? Well, we need to fill up our filing cabinet of Ayn Rand jokes. It was empty. Ayn Rand is hysterical, obviously, so it shouldn't be difficult.

Is it always easier to make fun of Republicans?

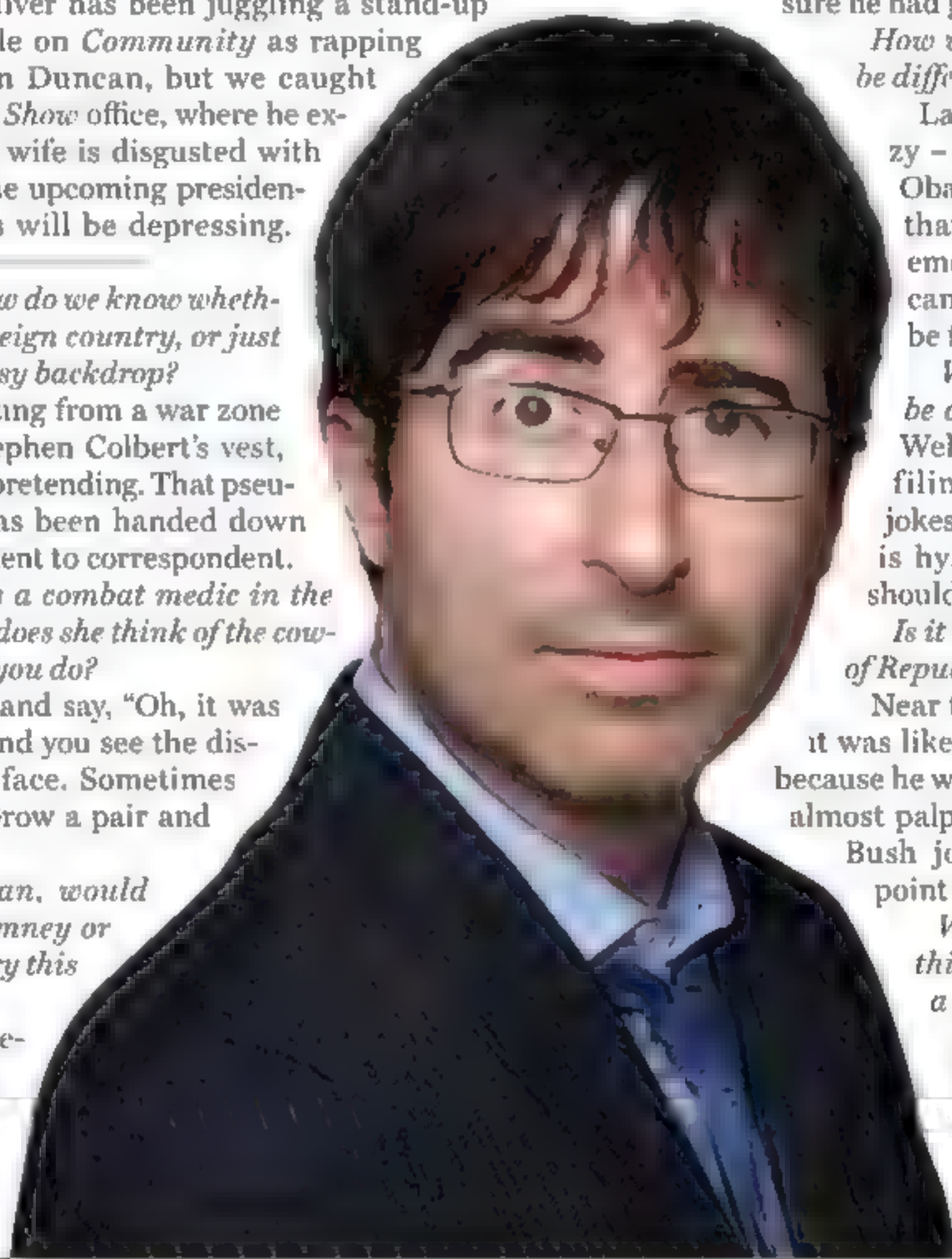
Near the end of the Bush years, it was like shooting fish in a barrel, because he was saying things that were almost palpably ludicrous. But those Bush jokes often came from a point of complete despair.

Well, thank you for using this interview to come out as a Communist.

If the photo could show me with a hammer and sickle—that would be great!

ROB TANNENBAUM

ROB TANNENBAUM

**KRYSTEN RITTER**

[Cont. from 59] playing himself). She's a fucker for sure, but also improbably lovable. "I play her like she's got a screw loose," says Ritter. "Everything's psychotically fun."

Ritter was raised on a "midsize beef farm" in Pennsylvania, where chores in-

cluded feeding cattle and picking up roadside litter. A modeling scout spotted her at 15, and a year later she was in New York, "drinking vodka and dancing on tables and getting into trouble with other five-foot-nine waifs." By the time she turned 20, she'd quit modeling to pursue acting, and for years she agreed to every job she was offered.

"The only plan was, don't run out of money because you'll be dead on the side of the road," she says.

Ritter recently wrapped a pilot she's helping to develop for MTV about "a girl who keeps boys chained up in her basement"; acted in a play written by Zach Braff; and starred in an indie drama called *Refuge*. And she's just

begun shooting the second season of *Don't Trust the B----*, which returns in October. When asked what she thinks about the stereotype that beautiful people can't be funny, she bristles. "That's very closed-minded," she replies, adding, "But I think I'm a total spaz and that I look like a cartoon character."

JONAH WEINER



WHAT'S SO FUNNY?

Comedy recommendations from seven who should know

ED HELMS

ACTOR. THE OFFICE

Matt Braunger is an awesome stand-up with this charming neurotic energy. His comedy is like one cringe-worthy story after another, and you wind up loving him for it.

ICEX MARINO

ACTOR. BURNING LOVE

Hands down, the funniest thing I've seen this year is an improv show called **Snowpants**, at the UCB Theater in L.A. They invited me to do it, and it was very intimidating.

JOHN MULANEY

**STAND-UP COMIC,
SNL WRITER**

I laughed really hard at every episode of **Veep**. My favorite was when Julia Louis-Dreyfus was trying not to shit her pants at the frozen-yogurt place. A tour de force.

DAVID CROSS

**STAND-UP COMIC, ACTOR,
ARRESTED DEVELOPMENT**

Community is above and beyond almost anything else that's funny right now. Other shows have hilarious gags, but *Community*'s storytelling is so detailed and intelligent.

ADAM SCOTT

ACTOR, PARKS AND RECREATION

Comedy Bang! Bang! is a funny, funny podcast. Scott Aukerman gets the best comics to come on, and he's able to conduct an interview and be hilarious at the same time.

TIG NOTARO

STAND-UP COMIC, ACTOR

Stef Wilien is a nonfiction writer who can make anything funny. She has a day job assessing damage after fires, and there's a dark, twisted silliness to everything she writes.

GILBERT GOTTFRIED

STAND-UP COMIC

I'm the worst person to ask about this kind of thing - for me, watching other comics is like working on a day off. But I think **Gilbert Gottfried** is an underrated genius.

THE SOCIALLY CHALLENGED WIT

ISSA RAE

*Meet the 27-year-old
behind one of the Web's
smartest shows*

IN 2010, ISSA RAE READ an article that asked, "Where is the black Liz Lemon?" Her first thought, "If someone reads this, they're gonna take the idea!" Rae, a Stanford grad and aspiring filmmaker, soon created *The Misadventures of Awkward Black Girl*, a Web series she writes and stars in. Its five-to-25-minute episodes follow J, a woman who navigates dating and work with social skills that'd make Larry David wince. Race is a prime topic and a comedic vein: "Great friends are like nice-looking white dreads - hard to come by," J muses in one episode.

ABG has found high-profile fans like Donald Glover and Pharrell Williams, whose Web ven-



ture i am OTHER is funding the show, and Rae, 27, wants to take the series to cable after its second season, which started in June. "It fills a void TV and film aren't providing," she says. Filling that void has meant some less positive attention. "YouTube featured us on the front page, and we got these bigoted comments," she says. "I thought, 'The racists have access to it - we're blowing up!'"

MEREDITH CLARK

MEREDITH CLARK

THIS SCENE:
SWIMMING AUSSIEREBEL
WILSON*'Bridesmaids' weirdo has become one of comedy's fastest-rising stars*

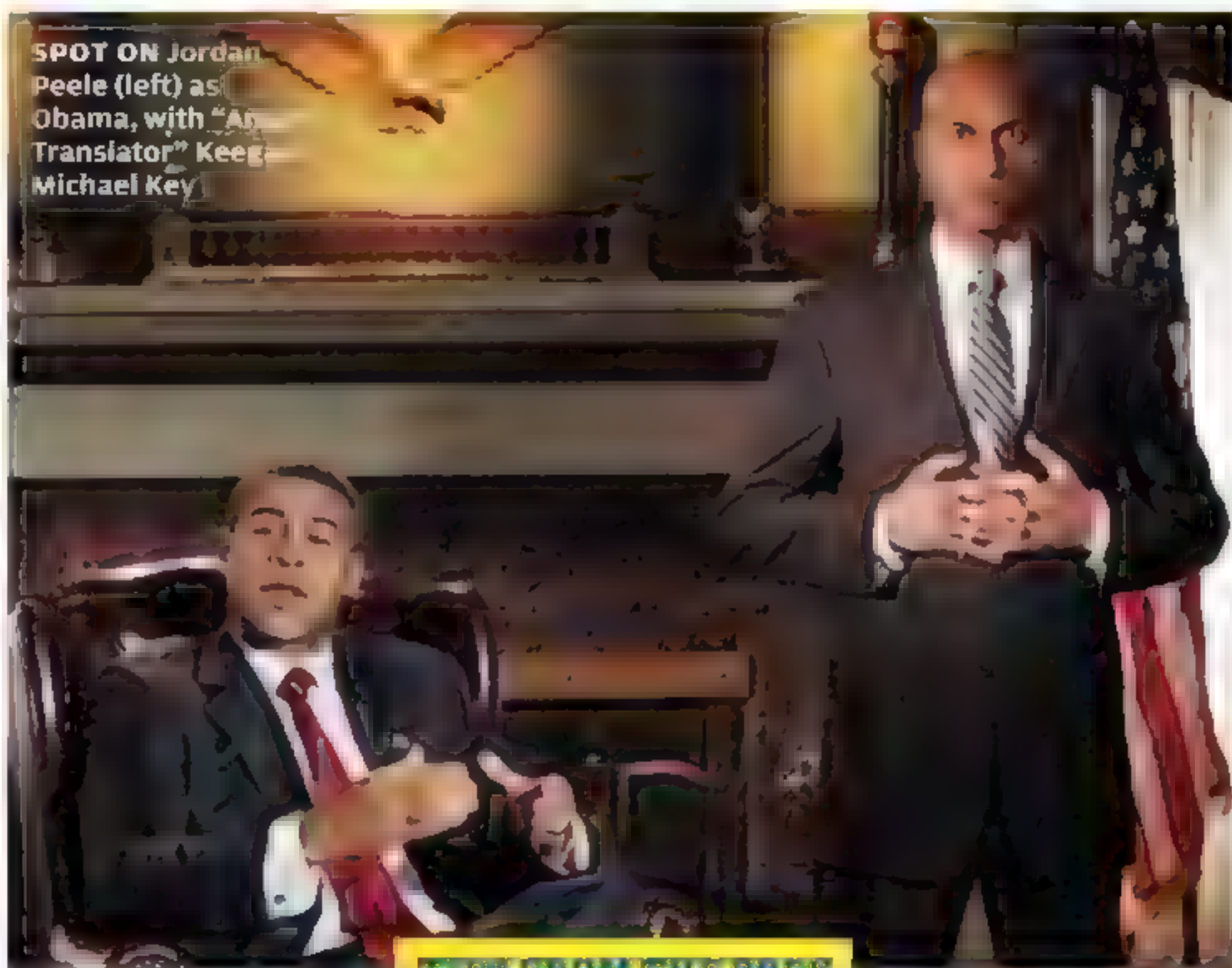
REBEL WILSON IS SITTING in her dressing room at *Jimmy Kimmel Live*, where she's promoting her role opposite Kirsten Dunst in *Bachelorette*. She flashes an iPhone photo of her with Kimmel's other guest, Joseph Gordon-Levitt. "Cute couple," she deadpans. "I tried to sneak in while he was getting changed, but security kept me out."

A decade ago, the Aussie native, 28, set out to be a dramatic star "like Dame Judi Dench" but discovered she's a natural card. She persuaded Judd Apatow and Paul Feig to write her into *Bridesmaids* as Kristen Wiig's scabby-tattooed roommate after an hourlong, heavily improvised audition. She gets even more scene-stealing time in the glee-group comedy *Pitch Perfect* (out October 5th), as the rafter-rattling belter Fat Amy. "Other actresses must have said, 'I'm not playing her,'" she says. "But I said, 'That character will be superfunny. I'd love to lose weight, but I don't want to be one of those gorgeous actresses. I'd rather be me.'"

JONAH WEINER



SPOT ON Jordan Peele (left) as Obama, with "Anger Translator" Keegan-Michael Key



FROM THE PROS

MAKING BARACK
OBAMA FUNNY*Key and Peele on how to pull off the perfect POTUS impression*

IT TOOK NEARLY FOUR YEARS, BUT WE FINALLY GOT THE OBAMA sketch we'd been waiting for, in Keegan-Michael Key and Jordan Peele's "Obama's Anger Translator." Obama himself praised the bit—in which Key plays a smack-talking "translator" for Peele's coolheaded Obama—and it helped make the debut season of Comedy Central's *Key & Peele* a hit. (Season Two premieres September 26th.) "It's my job to figure out what's absurd about this guy who seems like the least absurd person in the world," says Peele.

STAY COOL

PEELE "We zoned in on the fact Obama has an absurd amount of composure. Everyone is scrutinizing your every move; someone like Biden or Mitt Romney can't speak without fucking up. But Obama is so on point that it's hilarious."

FRY YOUR PAUSES

PEELE "He has a glottal fry—it's when he stretches out pauses by going 'uhhhh'. Even at

his most impromptu, he's thoughtful. His glottal fry is the equivalent to Reagan's 'Well....'

GET IN THE RING

PEELE "He sounds like the Rock. Our friend [radio host] Joe Stapleton does a segment where he plays clips of Obama and the Rock back-to-back. Their timbre is so similar—the Rock when he was in the ring and the president when he's giving a big speech."

KNOW YOUR AUDIENCE

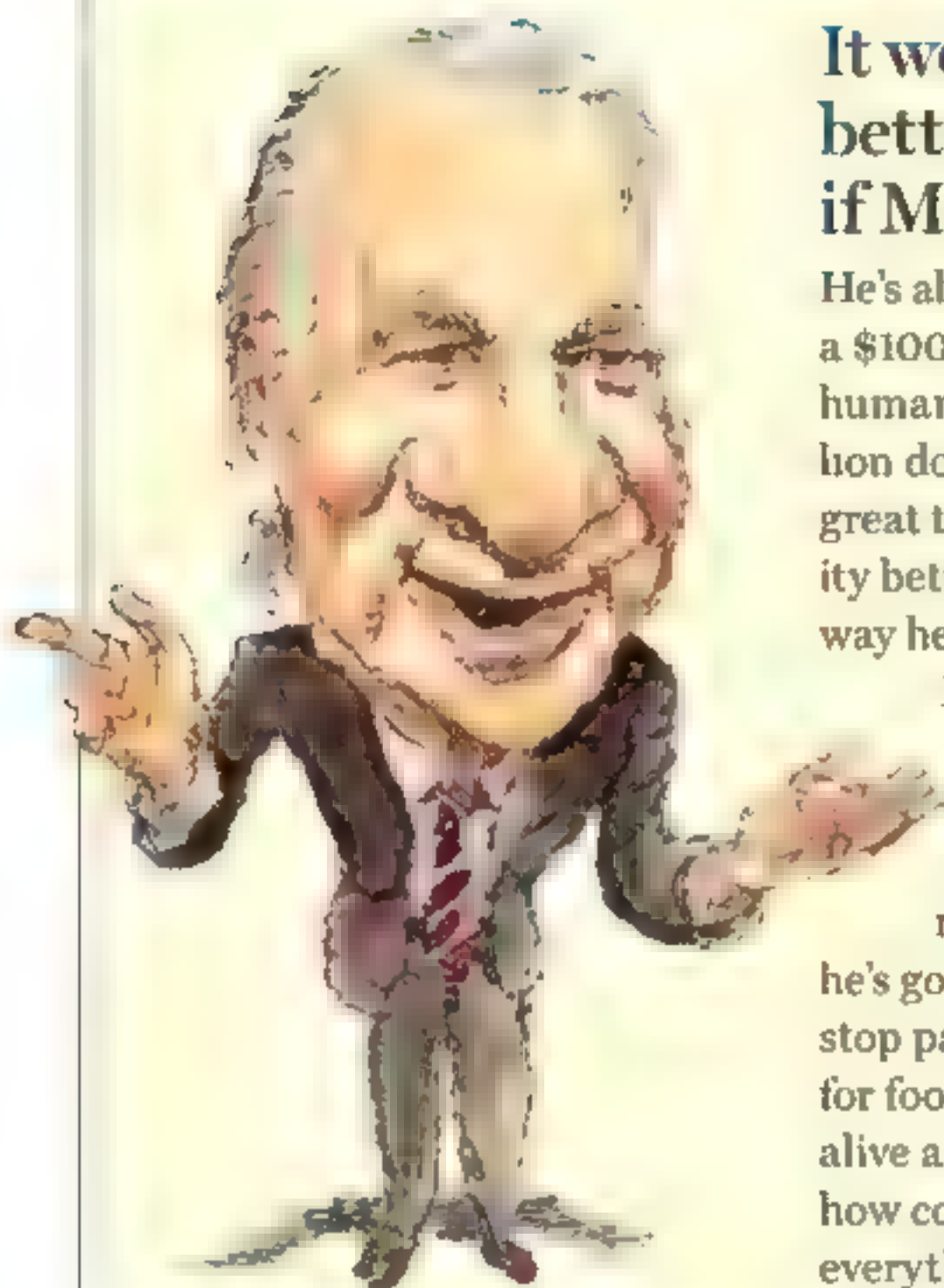
PEELE "You meet him, and it's like, 'You could've been Shaft.'"

PEELE "Yeah, when he's around black people he speaks slightly more black, the Southern accent comes out a little more. When we met him, he gave us bro hugs."

PEELE "It's like, 'You didn't sound like that two minutes ago when you were shaking a white police officer's hand.'"

JON DOLAN

WHY ROMNEY IS COMEDY GOLD BY BILL MAKER



It would be so much better for me as a comedian if Mitt Romney wins.

He's about this far from lighting his cigar with a \$100 bill, just completely clueless about real human beings. I should've given *him* the million dollars, not Obama. And Paul Ryan's a great target, because there's this giant disparity between the way they portray him and the way he actually is. That's great for comedy.

Pundits keep saying he's an intellectual, that he's so much smarter than Sarah Palin. Well, yeah – he knows that the queen of England doesn't actually run the country. But as far as I can tell, he's got only two ideas: that rich people should stop paying taxes and poor people should look for food in the woods. If he's the smartest guy alive and Palin is the stupidest woman alive, how come they have the exact same views on everything?

THE SLEEPWALKING AUTEUR

MIKE BIRBIGLIA

A stand-up spins his extreme sleep disorder into bighearted laughs

MIKE BIRBIGLIA DOESN'T wear mittens to bed anymore – “They’re just not comfy,” the 35-year-old says. He does, however, cozy up in a sleeping bag each night, to avoid climbing furniture, taking scalding showers, jumping through windows or any of the other nocturnal hijinks a person who suffers from REM Behavior Disorder might get into – and all of which Birbiglia has done.

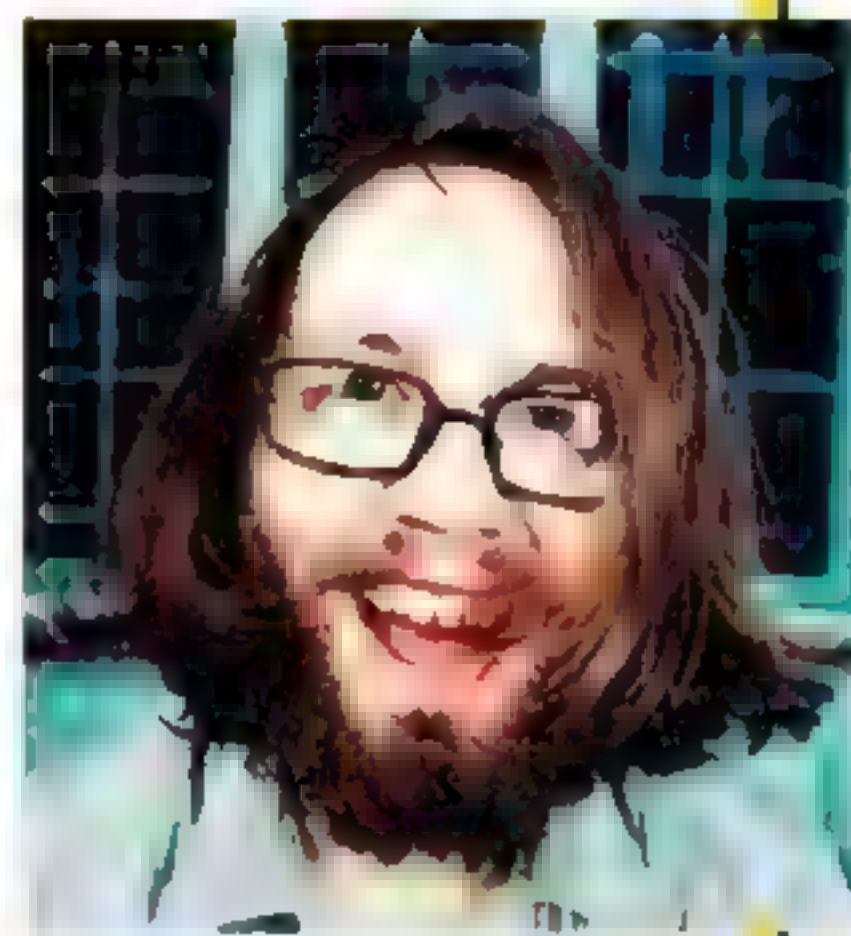
Birbiglia's debut film, *Sleepwalk With Me*, which he co-directed and starred in, is the latest project spun from his condition, on the heels of a *Sleepwalk With Me* one-man show, CD and book. “I always thought it would make an interesting metaphor,” he says, “but I actually do it.” All *Sleepwalks* tell roughly the same true story: A commitment-shy Birbiglia falls out

of love with his college sweetheart as he's trying to launch his comedy career, while violent sleepwalking episodes evoke unprocessed anxieties. “He tells this story with a deep relatability,” says Ira Glass, who has

had Birbiglia on *This American Life* repeatedly and co-wrote the film.



Birbiglia began his stand-up career spinning tales of social awkwardness with an economy and precision that landed him on *Letterman* in 2002. In some of his best-loved bits, he riffed about making bizarre rape jokes to his neighbors and mulled the difference between “cracker” and “cracka.” Over time he began to toss in dramatic curveballs – for instance, discussing a malignant tumor doctors once discovered in his bladder. “The jokes I love most make me feel something while I’m laughing,” he says. J.W.



THE ULTIMATE CULT COMIC

DANIEL KITSON

This melancholic Brit is the J.D. Salinger of the comedy world

DANIEL KITSON IS STILL relatively unknown after 10 years as a comic performer – and he tries hard to keep it that way. The English monologist, 35, rarely grants interviews, largely shuns TV appearances, doesn't release DVDs or albums of his performances, and hid his face for years behind a wild beard before deciding it was becoming too much of a look and shaving it clean.

A master of the tragicomic, Kitson stays busy cranking out seemingly shaggy-dog, precisely sculpted comic riffs stocked equally with sorrow (a 2011 one-man show of his concerned an aging man's drawn-out suicide) and absurdity (YouTube him riffing about pigeon sex in 2004). Kitson's literary, whip-smart approach has made his shows comedy-nerd manna and made fans of Zadie Smith, Demetri Martin and David Cross, who called him “the funniest comic I've ever seen in my life.” As for Kitson's aversion to broader audiences, he has put it plainly: “It's better to have 50 people who are into the thing than 200 who aren't.” J.W.

MARC MARON REGRETS & WHINES & KVETCHES & COMPLAINS...

How a washed-up stand-up turned his bitterness and failures into the best thing in comedy today. By Josh Eells

I'M LOSING MY MIND," MARC MARON says. "That's good for you, right?" Maron — longtime comic road warrior, ex-lefty rabble-rouser, former addict, 13 years sober, and one of the darkest, funniest, most influential figures in comedy today — is sitting at his cluttered dining-room table in a working-class neighborhood of Los Angeles, trying not to lose his shit. He's leaving tomorrow for a run of stand-up gigs, but first he has a table full of errands to run: an en-

velope stuffed with cash he needs to take to the bank, a \$400 check to deposit ("It's in Canadian dollars — what the fuck am I supposed to do with that?"), a tux that needs to be picked up for his appearance at the Comedy Central Awards, a box of merch to mail, and a small orange cat named Boomer (one of three strays he's adopted) who needs to go to the vet because he's lost his meow. Not to mention the show Maron's taping in about 20 minutes, which he hasn't prepped for at all. He takes off his glasses and rubs his eyes. "I've just been so fucking busy. I'm doing a million things."



**“ I WAS SUICIDAL,
MY CAREER WAS IN
THE TOILET. BUT
NOW I’M ACTUALLY
MAKING A LIVING
FROM COMEDY.”**

There was a time when Maron wasn't doing much at all. He's been a comic for 25 years, but for most of his career he's been hampered by his self-destructive impulses – drugs, difficult material, a reputation as a prick. “I’m 48, and this is the first time in my life I’m selling tickets,” he says. “I can actually make a living from stand-up comedy.”

The reason for this can be explained with three letters: *WTF*. That's the name of the podcast Maron hosts twice a week, in which he interviews comedians from his un-air-conditioned backyard garage. Despite the low-budget operation, the thing is a total powerhouse: frequently Number One on the iTunes comedy charts, and averaging 2.5 million downloads a month. Maron's guests have included everyone from A-list superstars (Ben Stiller, Zach Galifianakis, Chris Rock) to comedy-nerd heroes (Sarah Silverman, Conan O'Brien) to wizened legends (Robin Williams, Garry Shandling). Judd Apatow has called listening to it “my nirvana”; Patton Oswalt, another friend and guest, says, “It's without a doubt the best thing out there.”

What makes the show so great isn't just that Maron is smart, or funny, or smart about being funny. It's that after all his years of living that life – the touring, the drug-ging, the ex-wives, the failure – he's reached a point of brutal self-candor that makes people open up to him in a way they never would otherwise. Almost every episode features a confession that's either touching or surprising. The best – like the one where Carlos Mencia faced accusations of joke thievery, or the one where Todd Glass came out as gay, or the raw two-parter with Louis C.K., where he and Maron hashed out three decades of jealousy and on-and-off-again friendship – becoming the stuff of comedy legend.

These days, *WTF* earns Maron a healthy living. But he didn't get into it for the money, he says. “It was desperation. I

was fucking depressed, I was suicidal, my career was in the toilet. I didn't listen to podcasts, but I was like, ‘Fuck it. Let's figure it out.’”

MARON LEADS THE way back to his studio, one hand clutching his ever-present mug of coffee. The garage is crammed with hundreds of books (Jewish mysticism, Marshall McLuhan, Richard Pryor, Don DeLillo – “Every book is a self-



help book to me”) and DVDs. On one wall hangs a photo of the cast of Tod Browning's *Freaks* that Maron used to snort coke off of (“Those weren't very good times”). He recently started production on an IFC series based on his life. He also just finished writing a book of essays about drugs, his cats and other Maronesque topics. (On his writing process: “I spent a year going, ‘Fuck! I'm not gonna have a book!’ and then days before my deadline I gave my editor 90,000 words.”)

Maron takes a seat at his Ikea desk. David Koechner (“Champ Kind” from *Anchor-man*) is coming by to tape a *WTF* episode, and Maron's getting ready. “Check, check, check,” he says. He looks at the headphones and frowns. “Some of this shit is shit.”

He doesn't prep much: Usually he'll go to Wikipedia, jot down a couple of things. His go-to subject is childhood. “I'm sort of hung up with people's beginnings,” he

says. “What they grew up in, and what they ran away from.”

Maron was born in Jersey City, the son of an Air Force surgeon and an art teacher. They moved to Alaska when he was five – “I remember a lot of grayness” – and then to Albuquerque two years later. He says his parents were pretty detached: He describes his dad as depressive and a little bipolar, and his mom as a worrier with a lot of body-image hang-ups. “I'm plagued by that deeply,” Maron says.

“She actually said to me recently, ‘You know, Marc, if you were fat, I just don't know if I could love you.’”

Maron's early life was marked by a wide range of emotions: hypersensitivity, discomfort, panic, worry and dread. He got kicked out of private school for having “the wrong kind of leadership qualities,” and he idolized rock stars and beatniks like Keith Richards, Hunter S. Thompson and William Burroughs. He was smoking at 12, doing coke by high school. But he was always lucky. Once he was driving home drunk and ran into a parked car. The next thing he knew, he was surrounded by cops and being given a sobriety test. Then a call came in saying the bakery was being robbed. “The cop says, ‘Can you drive it home?’” Maron recalls. “And I'm like, ‘Yeah – I was trying to.’”

He went to college in Boston, where he did some open-mic nights. Even though he hated it, he felt compelled to

keep trying stand-up. After graduation he moved to L.A., got a job at the Comedy Store, started hanging out with Sam Kinison and a Satanist named Dave, did enough blow to kill a brontosaurus, and suffered a psychotic breakdown so severe that his own dealer urged him to leave town. After a stint in rehab, he spent the next few years bouncing between Boston and New York, living near a drug den on the Lower East Side, “trying to stay clean, but not really.”

Maron was always working. He pitched some TV shows: one where he was a strip-mall lawyer, one where he was a “renegade chef,” one where he was a director who'd won an Oscar for Best Short Film but screwed up and moved back home to start a wedding-video company. But he had a knack for torpedoing his own career, with a poorly timed joke or a surly refusal to play ball – like the time he met with NBC about a late-night talk show, and the executive asked him what kind of stuff he'd like to talk about, and he said, “You know – drugs, abortion...”

In 2004, Maron took a job on the fledgling liberal radio network Air America, excoriating the right on his morning show. But after butting heads with network executives, Maron was fired, brought back, fired, brought back, and fired again. “But if none of that happened,” he says, “I wouldn't have gotten the podcast.”

Maron likes to joke that he busted his ass in clubs for 25 years, and the thing that made him famous was bullshitting in his garage with his friends – and he's not wrong. Before the podcast, Maron says, “I'd ruined a marriage or two. I was known to be bitter and hostile and pompous and a bunch of other things that were probably true. But once I started talking to people, I evolved a capacity I never had before, which was to be an empathetic listener. I still step on people a lot, and I interrupt them with my own bullshit. But I was a better person. I was humbled.”

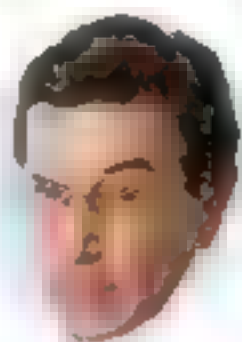
MARON ISN'T ALL better. For instance, he still resents Jon Stewart. "I guess they call it a *bête noire*," he says. "He was my fuckin' enemy. Because I thought I could be him. We're both middle-class Jews, my family's from Jersey, I'm a smart guy too.... He'd be on TV, on the cover of magazines and shit, I'd be walking down the street and see his fucking mug, always smirking. He seemed so calculated and ambitious. In my mind, I was a rebel, and he was just a fuckin' phony. One time in Boston he walked in when I was on-stage and I was like, 'Look, it's Jon Stewart, host of MTV's *Spring Break*. How's it feel to have sucked Satan's cock?' I was just relentlessly envious and angry at him."

Not long ago, Maron reached out to mend the fence. "I'm thinking, 'I'll have him on my show, I'll apologize, it'll be a great episode.'" He phoned Stewart's office and got a call back from Stewart himself. "He's like, 'Hey, Marc, it's Jon Stewart.' And I'm like, 'Hey, man, I know you don't really do interviews, but we have a history, and it would be great if you could be a guest.' And he's like, 'Why would I do that? I don't know if you remember what a dick you were to me. I'm not actively angry at you, but there's no love here.' And then he said the most condescending thing, but it was brilliant. He put me in my place. He said, 'Look, I've always thought you were very creative, and I'm sure whatever you're doing is nice. And if you wanna have coffee, I might be willing to do that.' I have not called him back."

Looking back, Maron has no illusions about his missteps. "If you're arrogant like that, people just want to see you fail," he says. "But if you're tempered by the struggle, it's like, now you're just cranky. People can root for that. I'm not a superstar. I'm not Louis C.K. But I've found my little thing – and that's a great place to end up."

FUNNY IN 140

Six masters of the Twitter one-liner. By Brian Raftery



STEPHEN COLBERT

TV HOST

PET TOPICS Politics, science, Stephen Colbert

PRIMO TWEET

"I don't usually share my best apocalypse survival tips because I don't need the competition for the rat meat."

TWITTER @stephenathome



SARAH SILVERMAN

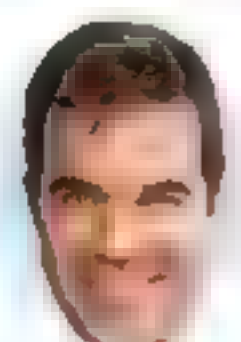
WRITER, STAND-UP COMIC

PET TOPICS Abortion rights, vaginas

PRIMO TWEET

"Doing whatever I want, whenever I want, is just 1 of the great things about being single & barren."

TWITTER @SarahKSilverman



ROB DELANEY

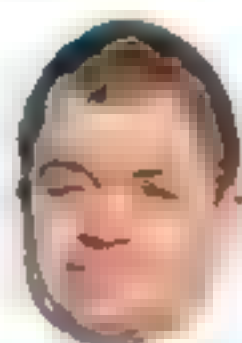
WRITER, STAND-UP COMIC

PET TOPICS His penis, other people's boobs, Mitt Romney

PRIMO TWEET

"Drinking Mike's Hard Lemonade is a chill, low key way to let your fellow partiers know you've got herpes."

TWITTER @robdelaney



PATTON OSWALT

WRITER, STAND-UP COMIC

PET TOPICS Touring life, every movie, song or TV show ever

PRIMO TWEET

"Best way to protest hate-chicken is to open a pro-gay chicken franchise. Name? Chick-fil-HAAAAAAAAY. 'snap'"

TWITTER @pattonoswalt



JULIEANNE SMOLINSKI

COLUMNIST, BLOGGER

PET TOPICS The single life, current events

PRIMO TWEET

"I think 'Do Me' shoes should come with a deployable 'Not You!!!!' squirting scent pouch."

TWITTER @boobsradley



JON WURSTER

COMEDIAN, PRO DRUMMER

PET TOPICS Touring, insomnia, classic rock

PRIMO TWEET

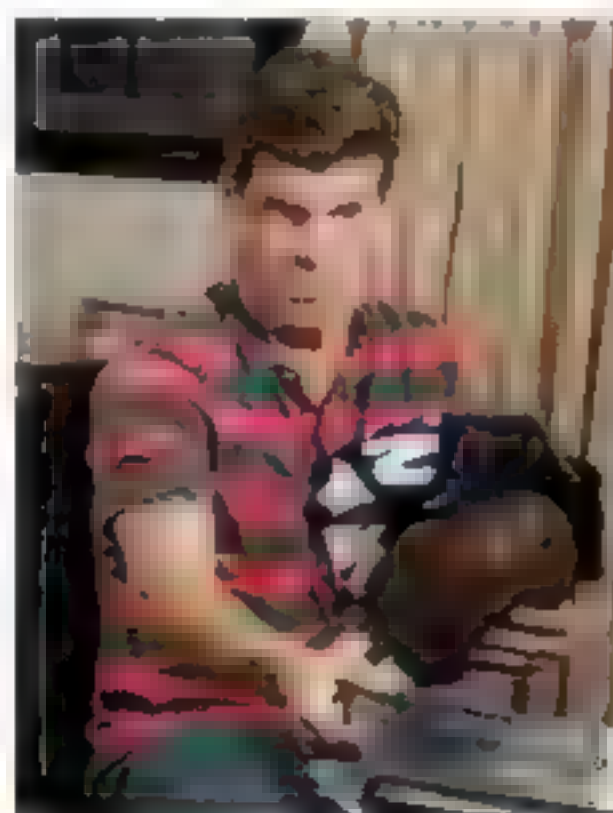
"Everybody's heard Aerosmith's 'Night In The Ruts' LP but Foghat's 'CunCHED In The Punt' is all but forgotten."

TWITTER @jonwurster

THE SITCOM

THE DARK SIDE OF BROMANCE

'The League' sheds hilarious light on the secret shame of the American male



OBVIOUSLY IT'S NO LEAGUE OF GENTLEMEN, MUCH less extraordinary ones. These are the slobes that straight-male America sees in the mirror, nightmares or the TV screen when the power cuts out. In three seasons on FX, *The League* has become TV's scrappiest cult hit. The men of this show pin their hopes and dreams on their fantasy football league, only to find how pitiful they feel in their everyday lives. It's like *Party Down*, except without the party and twice the down. They have their own language of humiliation, saying things like "guest bongos" (the ones you leave at friends' houses) and "zipper fairies" (what your wife is looking for when your daughter walks in). You don't have to care about the NFL to get it. You only have to understand shame. And if you watch *The League*, you already do. **ROB SHEFFELD**

THE PLOT AGAINST OCCUPY

**HOW THE
GOVERNMENT
TURNED FIVE
STONER
MISFITS INTO
THE WORLD'S
MOST HAPLESS
TERRORIST
CELL**
**BY SABRINA
RUBIN ERDELY**

THUNDER RUMBLED AND RAIN PATT-
tered on the leaves as Connor Ste-
vens tramped through the darkness
down a wooded path to the base of
the Brecksville-Northfield High Level
Bridge. A sad-eyed 20-year-old poet
from the Cleveland suburbs, Stevens was
crouched in the foliage, his baby face ob-
scured by a bushy lumberjack's beard.

Beside him ducked two friends from Occupy Cleve-
land – the group that had come to define Stevens and

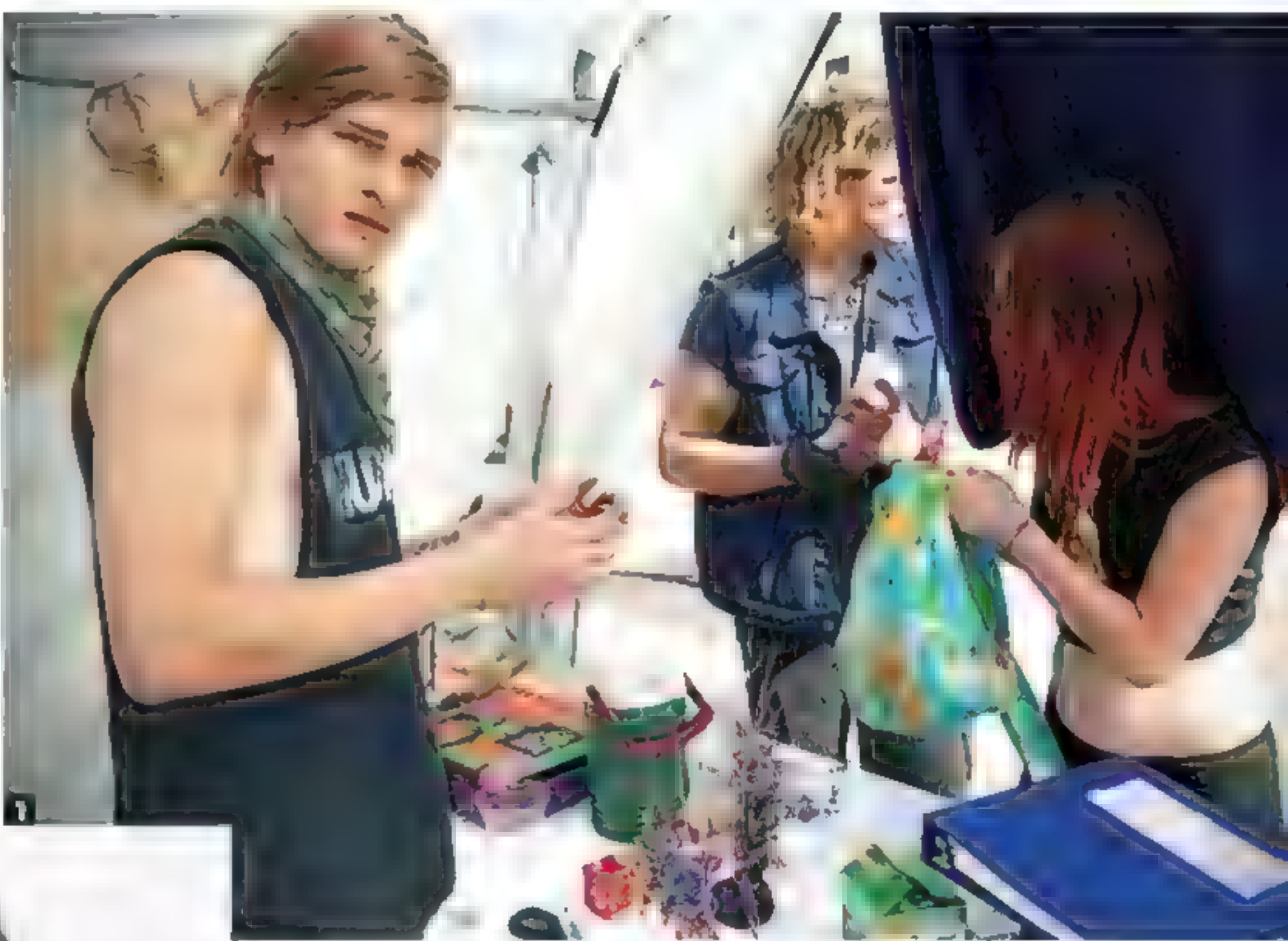
ILLUSTRATION BY JOHN RITTER



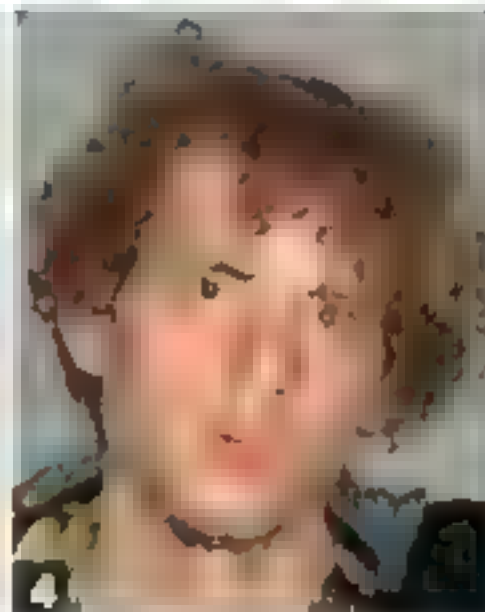
They were actually going through with it. The six of them were going to blow up a bridge.

in a downtown warehouse, squabbling over dish duty and barely making their shifts at the Occupy Cleveland info tent; when they managed to scrounge up a couple of cans of Spaghettios for dinner, it was celebrated as an accomplishment. If not for the help of their levelheaded comrade Shaquille Azir, who at this critical moment stood as lookout, hissing, "How much longer is this gonna take?" the plot might never have come together.

Contributing editor **SABRINA RUBIN ERDELY** wrote *"The Gangster Princess of Beverly Hills"* in RS 1164.



The five seekers and drifters who met at Occupy Cleveland could never have planned an attack without the help of an FBI informant: (1) Baxter was a naive, mentally unstable kid, (2) Stevens a shy, gay poet, (3) Hayne a petty crook, (4) Stafford a devoted Juggalo, and (5) Wright a punk-rock roadie.



The red light on the other IED winked on, signaling it was armed. "One is good to go," Stevens announced. "We just gotta do this one." A night-vision camera mounted nearby captured the boys' movements as they hunched around the second IED until its light shone. Then all six jogged back to the van, relief in their voices. "We just committed the biggest act of terrorism that I know of since the 1960s," Stevens said, as a recording device memorialized every word. All that was left now was for the boys to pick a location from which to push the detonators and go boom. They were feeling pretty good. They decided to go to Applebee's.

NOTHING WAS DESTINED to blow up that night, as it turns out, because the entire plot was actually an elaborate federal sting operation. The case against the Cleveland Five, in fact, exposes not just a deeply misguided element of the Occupy movement, but also a shadowy side of the federal government. It's hardly surprising that the FBI decided to infiltrate Occupy; given the movement's challenge of the status quo and its hectic patchwork of factions - including ones touting subversive agendas - the feds worried it could become a terrorist breeding ground. Since 9/11, the federal Joint Terrorism Task Force has been charged with preventing further terrorist attacks. But anticipating and disrupting terrorist plots require both aggressive investigative techniques and a staggering level of collaboration and re-

sources; to pull together the Cleveland case alone, the FBI coordinated with 23 different agencies. The hope, of course, is that the results make it all worthwhile: The plot is detected and heroically foiled, the evil-doers arrested, and the American public sleeps easier. The problem is that in many cases, the government has determined that the best way to capture terrorists is simply to invent them in the first place.

"The government has a responsibility to prevent harm," says former FBI counterterrorism agent Michael German, now the senior policy counsel for the ACLU. "What they're doing instead is manufacturing threatening events."

That's just how it went down in Cleveland, where the defendants started out as disoriented young men wrestling with alienation, identity issues and your typical bucket of adolescent angst. They were malleable, ripe for some outside influence to coax them onto a new path. That catalyst could have come in the form of a friend, a family member or a cause. Instead, the government sent an informant.

And not just any informant, but a smooth-talking ex-con – an incorrigible lawbreaker who racked up even more criminal charges while on the federal payroll. From the start, the government snitch nurtured the boys' destructive daydreams, egging them on every step of the way, giving them the encouragement and tools to turn their *Fight Club*-tinged tough talk into reality. To follow the evolution of the bombing plot under the informant's tutelage is to watch five young men get a giant federal-assisted upgrade from rebellious idealists to terrorist boogymen. This process looks a lot like what used to be called entrapment. And yet this is how the War on Terror is being fought at home today.

Before 9/11, German says, the FBI would have considered the idea of advancing terrorism plots just to defuse them as "laughable. But what was justified as an emergency method has become a normalized part of regular criminal-justice work." All too often, agents rely on informants who pump up criminal plans to comic-book-villain proportions. It's a tactic that's been used repeatedly to convict Muslims of being domestic Islamic terrorists, like the four men in Newburgh, New York, convicted in 2010 of a plot to shoot down military jets – a plot engineered by an informant who provided them with a fake Stinger missile.

Now this same strategy is being used to ensnare homegrown political activists. Environmental crusaders have fallen prey, including Eric McDavid, sentenced in 2008 to 20 years for conspiring to blow up a dam, even though it emerged at trial that a driving force behind the scheme was an FBI informant named "Anna." And anarchists are increasingly in the crosshairs, especially as they've become more visible with the rise of Occupy Wall Street. In

a May sting at the Chicago NATO summit, three anarchists were charged with plotting to use Molotov cocktails on police stations and Mayor Rahm Emanuel's home – accusations that defense attorneys call "propaganda," contending the bomb ingredients were provided by undercover agents.

"These tactics are beyond the pale for what could be seen as a legitimate anti-terrorism operation," says *Green Is the New Red* author Will Potter, who tracks government crackdowns on activists. "But this is how the Bureau is spending their counterterrorism money, and thousands of man-hours: creating the terrorism plots that they are ostensibly preventing."

"THE GOVERNMENT HAS A RESPONSIBILITY TO PREVENT HARM," SAYS ONE FORMER FBI AGENT. "BUT INSTEAD THEY'RE MANUFACTURING THREATENING EVENTS."

WHEN CONNOR STEVENS arrived at Occupy Cleveland's tent city on October 9th, 2011, it was with the electric knowledge that he was exactly where he belonged.

Wearing a second-hand sweater he'd found at the donation tent, he gazed with amazement around the encampment of 100 people, swept up in the camaraderie: Everyone here was an ally, working for a common goal. The mood was infectious. His friend Brandon Baxter from nearby Lakewood, as hyper as Stevens was introverted, was rushing around the plaza, already Occupy's most eager evangelist. "Hi, I'm Brandon!" he'd say, approaching every onlooker in sight. "Can I talk to you about Occupy Cleveland?" For the moment, Stevens was content to stand on the sidelines and beam his gapped-toothed grin, taking it all in.

"From the minute he got there, Occupy consumed his life," recalls his sister Brelan. "He wanted to fix the whole world."

Stevens had long been smitten with radical ideology – inspired by the Communist Manifesto and the Black Panther Party, concerned for the plight of the poor – and he was determined to cultivate an appropriate political identity. To that end, he

had recently decamped from his mom's home in the Cleveland suburb of Berea to a Christian-anarchist commune in the rough neighborhood of Detroit-Shoreway, shedding his bourgeois trappings to live as Jesus did: with few possessions, serving others, and questioning the establishment. His sister attributes Stevens' independent spirit to their parents' influence: "They're Christian, but adamant about us having our own thoughts and opinions, being aware of the world outside."

Serious and thoughtful, Stevens called himself the Bearded Bastard, projecting an air of mellow masculinity with his facial hair, flannel shirts and a pipe he smoked semi-ironically. With his Hemingwayesque image, it took people by surprise to discover that Stevens was gay (though he politely insisted on the more properly radical term "queer"). More readily apparent was that Stevens was a walking wound with an aura of sadness, who wrote poetry as his way of grappling with "the meaning of suffering." He was a welcome addition to the commune, which called itself Agape House: a condemned building with graffiti-covered walls, where residents stayed up after Bible study drunkenly discussing the works of Howard Zinn and hosting rowdy punk-rock shows. Stevens spent his days as a guerrilla gardener, coaxing greenery from the city's vacant lots as a form of populist protest. "No war but grass war," he'd say, pulling weeds.

"Connor is the gentlest, sweetest person around," says his friend Katie Steinmuller.

His demeanor hadn't always been so chill. Before dropping out of Berea High School in 10th grade, intent on "unschooling" himself, he'd founded a militant student group called Fighters for Freedom, disrupted a job fair where the Army was recruiting, and e-mailed a sergeant to call him a "fascist pig." His loathing of law enforcement had begun at age nine, when his father was arrested for touching the breasts and buttocks of two 10-year-old girls; Dad pleaded guilty, served seven months in state prison, and remains a registered sex offender. Young Connor became enraged not at his father, but at the men who had taken his daddy away. "I developed a keen hatred for authority, 'order' and especially 'law,'" he later wrote. "The simple fact that they can put you in handcuffs and haul you off was enough for me to hate them at that adorable age."

His father's conviction changed everything for the fracturing Stevens family. Connor's mother, Gail, who had been a stay-at-home mom to her five children, suddenly had to support them, and her absence while working long hours as a medical assistant further stoked Connor's fury. Police in their town of 19,000 finally decided to have a chat with his mom after fielding a complaint about 15-year-old Connor's MySpace page, where he'd

posted the Unabomber's Manifesto and screeds urging readers to "KILL COPS! YEA, THE PIGS IN BLUE ARE THE FASCISTS WE HAVE TO FIGHT!!!" "Gail says Connor is not a violent person but has very strong beliefs and is immature about it," the police report noted. "She is working with him about how he comes across." He evidently listened to his mother, coming to embrace pacifism. "One of our major principles was nonviolence," says Zachy Schrauf, who shared a room with Stevens at Agape House. "We became brothers in Christ and all that shit."

It was while living at the commune and working at the anti-war kitchen Food Not Bombs that Stevens met fellow volunteer Brandon Baxter, who was hurling himself into the activist life with the energy of someone discovering a cool new band. With his bright blue eyes, earnest intensity and radical garb — camo jacket, biohazard patches, black bandanna around his neck — Baxter looked like a post-apocalyptic Boy Scout as he stood on the corner of 25th and Lorrain shouting, "Free food!" Baxter was psyched to be doing something constructive — psyched, really, just to be out of his hometown of Lakewood, an inner-ring suburb where he'd been rudderless since finishing high school. His quest to fit in somewhere had already taken one reckless turn when, wanting to connect with his German heritage, he briefly joined a neo-Nazi group. ("Brandon doesn't know anything about the world," says his sister Rachael Garcia. "He's very impressionable.") He'd been just as enthused upon realizing that his father, absent much of his childhood, was infatuated with Native American culture; Baxter had attended powwows and absorbed the culture so fully that new friends believed him to be part Indian. His newest incarnation as anarchist dogooder suited him fine. Hearing about Occupy Cleveland's dawning days, Baxter had encouraged Stevens to check it out with him. "Let's have a revolution!" Baxter crowed.

Few places in America were in as dire need of change as Cleveland. In 2010, *Forbes* named it the country's most miserable city; its recession had been under way for a decade, with jobs vanishing and unemployment and homelessness skyrocketing. Stevens and Baxter were ready to be part of the solution, and they vigorously dove into Occupy. They attended study groups on horizontal decision-making and the principles of anarchism. It was a lot to absorb. "Within the first day it was so much information that my mind was boggled," Stevens told a documentary filmmaker who showed up at the tent city.

The boys' inexperience and political naiveté were instantly apparent. "They were not well-informed," says Sam Tyl-icki, a longtime anarchist in Cleveland.

"Their hearts were in the right place, but they were new to everything. They saw the world not making sense but didn't know exactly what to do about it." Stevens and Baxter were stung to find themselves relegated to grunt work — kitchen duty, night watch. Deepening their hurt, the old-guard liberal contingent swiftly took the reins of Occupy Cleveland's discussions, rejecting the suggestions of the younger, more radical crowd. A suspicious rift opened between the two groups. Anarchists complained about Occupy's timidity, and jealously referred to its core members as the Power Circle.

Tensions came to a head when the city gave Occupy Cleveland an October 21st

THE FBI INFORMANT PROVIDED THE BOYS WITH JOBS, HOUSING, ALCOHOL, DRUGS AND EIGHT POUNDS OF C4 PURCHASED ON A LAYAWAY PLAN.

deadline to remove its tents, and the two factions clashed over how to proceed, with liberals tempted to comply and radicals like Stevens and Baxter insisting on standing their ground and getting arrested en masse. At 10 p.m. on the appointed night, as a crowd of 500 gathered and police arrived in riot gear, a staged bit of symbolic protest unfolded: Eleven volunteers preapproved by the Power Circle were peacefully arrested. Then everyone packed up their tents and dispersed. "This is bullshit — fuck this!" the radicals grumbled, stalking off in a huff. The glory days of Occupy Cleveland had lasted less than three weeks. For Baxter and Stevens, the movement that had jolted them with optimism and purpose felt like a crushing disappointment.



SOMEONE ELSE WAS THERE the night of the arrests. Shaquille Azir stood in the crowd, checking out the scene. He was 38, with ears that jutted from his bald head, a double chin and an imposing presence — six feet five, 350 pounds — a physique he described on his MySpace page as having "some extra baggage." Azir homed in on the mad-looking, bandanna-clad dudes waving anarchist flags. He

approached one, a 26-year-old with a black mohawk and a pitted face named Doug Wright. Wright was a lifelong train-hopper who told friends he'd hitched his way across 40 states and once worked as a roadie for the garage band the Scurvies; his status as a real-deal gutterpunk inspired respect among younger Occupiers.

Wright was fired up that night. He bragged to Azir that his missing teeth and crooked nose were from past riots. He added that if he went back to jail, he wouldn't be out for a while. (In fact, Wright did have a history of violence, having served time in New Orleans for aggravated assault.) Soon Azir was listening to Wright bitch about Occupy.

Wright confided that he suspected the Power Circle was in cahoots with the government; he'd already told them so, shouting, "You're gonna get us sent to FEMA camps!" He was ready to start some real shit — like detonating a smoke grenade as a diversion, then pulling down the bank signs from the tops of Cleveland's towers. "Wright was still in the planning phase and was unsure how they would go about bringing down the signs," an FBI report reads. "Wright stated that... they need to make sure everyone knows that the action was against corporate America and not just some random acts."

Azir listened with studious sympathy. It was a technique honed over the course of his devious, dishonest life. His name had once been Kelvin Jackson, before he'd spent three years in state prison for robbing a bank, using a toy gun, while his girlfriend and their baby waited in a cab outside. His rap sheet also included cocaine possession, receiving stolen property, forgery, theft and passing bad checks. That was Azir's thing, writing worthless checks — a "crime of dishonesty," as it's known, a conviction used as evidence of a person's untruthfulness, the sort of thing that can cripple your job prospects or undermine your credibility in a court of law. In the eyes of the FBI, however, Azir's crimes had posed no impediment. Months earlier they had hired him as an informant, finding his leads fruitful enough that they'd opened several investigations, paying him \$5,750, plus \$550 in expenses.

Azir needed the cash. He owned a construction company that rehabbed houses, Desdy Property Group, which he bragged earned him \$75,000 a year. But in reality he had been fending off foreclosures, the state tax department and lawsuits from stiffed contractors and people to whom he had written worthless promissory notes; he had been on the losing end of tens of thousands of dollars' worth of civil judgments. Seeking financial shelter, Azir had filed nine attempts at bankruptcy. Now, as he sat across the table from boastful Doug Wright, Azir was on the verge of

being busted in two more bad-check cases – placing him on probation, for which the FBI would take him off its payroll. Azir needed to prove his value to the feds, and fast.

Which might explain why over the next three months, Azir kept in touch with Wright, even when Wright showed no sign of action. In February, Azir and Wright met for breakfast to discuss the issue: Did Wright still want to bring down those bank signs? Sure, Wright answered. Explaining that he had drifted away from his Occupy friends, he told Azir he wanted to touch base with them first and see what they thought. He would begin with his buddy Brandon Baxter.

nation of Agape House, which had disbanded for lack of funds.

"It's just so hard to sleep outside," Baxter complained to his friends. He was loath to return to Lakewood, the site of his traumatic childhood, where a restraining order barred him from his mother's house. Such a constant font of positivity was Baxter that few realized he had grown up in a household his sister Rachael Garcia calls violent. "He was very fragile as a child," she says. "He was so sensitive. He'd come to me every day, crying," given to nervous tics, doodles of people hanging in nooses and writing violent poetry. "In my deepest darkest fantasies [sic] I see myself as evil," he wrote,

coming down, then tackled him as he tried to flee. He had a 10-and-a-half-inch knife in his coat and a smaller one in his pants pocket. Charged with carrying a concealed weapon, he was sent to Lakewood Hospital for a psychiatric evaluation. On his way out of the police station, Baxter gave officers the finger, yelling, "Fascists!"

Days later, Wright and Azir picked Baxter up from his dad's house and took him to lunch at a Lakewood restaurant. They wanted to talk about fucking shit up – for Occupy's sake. Baxter was in.

They brainstormed and discussed possible targets, like a bank. Or Cleveland's new casino, during its grand opening. Or what about the G8 in Chicago, or the Republican convention? At one point Wright mentioned explosives, but dismissed it as too costly. They kept on talking.

Flash-forward a month to late March. The group was still dithering. It had made only one decision: That its action should coincide with May Day, when Occupy was calling for a national day of protest. Wright had finally downloaded *The Anarchist's Cookbook*, which he'd been talking about doing forever, and which he hoped would jumpstart their imaginations: "We can make smoke bombs, we can make plastic explosives," Wright said in his gravelly voice, laugh-



INFILTRATING OCCUPY

Desperate to stay on the FBI payroll, ex-con informant Shaquille Azir (above) targeted the homeless kids from Occupy Cleveland (left).

BY THIS TIME, BAXTER wasn't doing so well. Even though he'd been trying his hardest to play his role as Occupy Cleveland's slogan-shouting cheerleader, the group was rapidly disintegrating. One big reason was that its members had nowhere to meet: Since the loss of the encampment, Occupy's presence had been reduced to a single information tent on Public Square – too chilly a gathering space in winter, especially when the gusts coming off Lake Erie whipped through the plaza and caught the tent like a windsock. For a short time, Occupy had rented a 10-by-15-foot office in a downtown high-rise, but Baxter and others had swiftly moved in with their sleeping bags and got the group evicted.

Therein lay Occupy Cleveland's other problem: Its thinning ranks were dominated by homeless teenagers. "They had no place to go," says Leatrice Tolls, a veteran activist who became Occupy Cleveland's maternal figure. "These were kids that were very lost, and needed a place to get fed and sleep." Still, homeless teens were better than no members at all, and Occupy was anxious enough to keep them that there was talk of renting a space for them to live – like a new incar-

"lacking all reason and empathy spilling the blood of the innocent."

When Baxter was 17, the stress had reached an apex. Believing his stepfather had beaten his mother, Baxter pulled a kitchen knife. "Cut me if you're going to cut me!" the stepdad urged, before Baxter sliced the knife across his chest. Baxter did a stint in a psych ward, says Garcia, after which he was legally forbidden from coming within 500 feet of his stepdad, and maintained little contact with his mom. Instead, he'd moved in with his biological father, a tense, out-of-work roofer whom he barely knew.

Occupy had been Baxter's escape hatch. Now he reluctantly returned to his father's home, which the bank was trying to foreclose on. Dad was scraping payments together by selling Native American handicrafts online. Baxter continued to faithfully walk or bike the seven miles into Cleveland for Occupy's meetings. Late one February night, furious with himself at his inability to somehow repair a broken world – or even his own broken life – Baxter had what he called a "mental break." He leapt in front of a moving car, shouting, "Kill me!" Police responding to the driver's 911 call found Baxter standing on the railing of the Hilliard Bridge, looking down onto the lanes of traffic below and screaming incoherently. The cops talked Baxter into

ing. "It teaches you how to pick locks. It does everything."

At the word "explosives," Azir perked up. "How much do we need?" he stammered. "How much money we need to make explosive – make the plastic explosives?"

"I'm not sure," Wright said. "I haven't read too much yet."

"Well, you gotta get with me," Azir persisted. "If we gonna be trying to do something in a month, you need to get with me as soon as possible on how much money we gonna need, and the materials that we gonna need. Tell me what all we need to make the bombs." The very next day, Azir met with Wright to float a remarkable proposal: Now that they were broaching the topic of explosives, was Wright determined to make the bombs from scratch – or should they just buy some C4 from a guy Azir knew?

Days later, Wright and Baxter were standing with Azir in the kitchen of one of his vacant properties, agog as Azir's arms-dealer friend laid out an array of batons, tear gas and gas masks before them. Wright and Baxter excitedly asked about ordering some riot gear. The arms dealer – in reality, an undercover FBI agent – pointed to a picture of explosives and asked if they would need "the heavy stuff."

"Yeaahh, we're gonna wait on that," Wright sidestepped. He repeated his

THE PLOT AGAINST OCCUPY

disinterest in explosives two days later, when the undercover agent phoned – and then again the next day, when Azir prodded him about it. Wright explained that they were flat broke, without money to afford even the riot gear, much less the explosives.

Azir had a solution. He gave them jobs.

EVERYBODY AT THE Warehouse – Occupy Cleveland's commune where anyone who worked a shift at the information tent earned a space – agreed that Baxter and Wright's boss sounded way cool. Since the boys didn't have a car, Azir picked them up for work each morning and drove them to the day's construction site. He gave them beers all day long. And when he dropped them off at the Warehouse each night, they came in bearing cases of beer, baggies of pot and Adderall – all procured with the help of Azir, they said.

Stevens had joined the conspirators not long after they met with the arms dealer, in part because of the lure of a job. "Scratch my back, it hurts!" Stevens would cry out as he burst through the door of the Warehouse, skin burning from handling fiberglass insulation. He was proud to be employed for the first time, even if his pay was only five bucks an hour. "Just getting home, boss is gonna get here at nine to start it all over again," Stevens would text his sister near midnight, before zipping into his winter coat to get some sleep.

Rest was near impossible in their freezing-cold living space. The Warehouse was a cavernous indoor tent city for a dozen or so residents – mostly young men – who stayed up till all hours drinking 40s, playing guitar and arguing over cigarettes. There were no rules, no respect for personal space, no working stove and almost no heat. The place was filthy, with dishes stacked so high in the kitchen that someone just moved the pile into the bathroom.

The chaotic atmosphere wore down Stevens. "I don't feel spiritually right," he complained to a friend. He was frustrated with the stagnancy of Occupy Cleveland, whose entire existence was now staked to round-the-clock staffing of a tent that no one even visited. Stevens was attending church weekly. He told his sister he thought God might be calling him to the ministry.

And yet at the same time, Stevens was also busy trading ideas with Baxter, Wright and Azir about what to bomb. Some friends wonder if Stevens initially joined to talk his comrades out of the plot: "He's a deeply moral guy," says Occupier Joe Ziff. "I have a hunch that he may have gone along in the hopes that he could

stop it." Whatever Stevens' reasons, from the moment Azir had brought his arms-dealer friend into the picture, the conversation had definitively shifted to talk of explosions. The friends discussed attacking a KKK headquarters, then dismissed the plan as lacking a deeper message about the one percent. Baxter mentioned blowing up a bridge, which earned a vote from Azir – "Gotta slow the traffic that's going to make them the money" – but then Baxter backpedaled, concerned that the media might not portray the action in a positive light. Stevens suggested targeting mines or oil wells. Wright joked that if he got drunk enough he might wear a suicide

ship. Would that work? Or they could blow up the Cleveland Justice Center. Better still: They would blow up the Federal Reserve Bank. But wait – where was the Federal Reserve, anyway? Discussions were endless. So fantastical did their schemes seem to Baxter that he proposed they throw tacks out the window of their getaway car, to foil would-be pursuers.

Azir was fed up with their bumbling indecision. "Did you follow up on anything? What are we doing? Because as usual you got me on a stupid-ass holding pattern," he scolded. "Every time we meet, we leave saying we're going to do some research and then we get back together and we're back to square one!"

The boys had come to look up to Azir, one of the few adults in their lives. "This guy portrayed himself as a father figure," says Occupy's Sam Tylicki. "He provided them work, provided them drugs, provided them with alcohol, provided them housing." Azir, aware of their miserable living situations, had offered to let the guys squat in one of the empty apartments he was rehabbing, an opportunity that Wright and Stevens took him up on. They were grateful to Azir, who even proposed to pay for identical tattoos for all of them, branding them as their own little gang for life.

The buy, which took place on April 29th, was simple. Azir, Wright, Baxter and newly drafted crew member Tony Hayne – who had a rap sheet for theft and domestic violence – drove to a hotel room in nearby Warrensville, where they snapped on latex gloves and blasted the TV in an attempt to foil any recording devices in case the guy was a cop. Wright threw \$450 in cash on the bed. The undercover agent handed over a duffel bag full of riot gear, along with two black boxes containing decoy bombs that looked like real IEDs. He explained how to arm them and how to detonate each with a cellphone. Then they were on their way.

Driving back to Cleveland, Azir asked if they were all in for the plan, which would take place the next night. Wright replied yes, except for Stevens, who had skipped out on the buy for a reason: He didn't want to go through with it after all. Azir told Wright to have Stevens call him.

Later that day, amid performances and speeches at an Occupy festival next to City Hall, Stevens was even quieter than usual. He'd been acting weird for a few weeks – by turns depressed, aggravated, antsy and either drunk or high as hell. But now, during a Native American shaman circle in which everyone took turns congratulating an Occupy friend about to become a father, Stevens burst out crying. And at 8:00 the next night, when Azir pulled up in a van to pick him up with Wright and Hayne, Stevens hung back. The others were already in-



RALLYING FOR THE CLEVELAND FIVE

Since the boys' arrest, the Occupy community has rushed to their defense.

vest; Baxter confided that once he would have been willing to do that, but no longer. He'd gotten himself a girlfriend now – fellow Warehouse-dweller Justine Strehle, an 18-year-old who wore fuzzy hats with animal ears – and was moony with new love.

Azir implored them to decide. "What are we going to do with the stuff we got?" he asked. "We're on the hook for it."

"We've got eight fucking pounds of C4," Wright said in disbelief.

It was true. The "arms dealer" had been remarkably flexible about payment, allowing them to place an order for eight bricks of C4 plastic explosives, vests, tear gas and gas masks for \$900, only half of which would be due upon receipt; if they couldn't come up with the additional \$450, the dealer would even allow Wright to work off the debt. Stevens was worried that the C4 salesman could be a cop, but Azir vouched for him, saying if it made Stevens feel better, he'd personally meet with the guy when it came time for the buy. Now, as Azir wouldn't stop reminding them, they needed to come up with something to blow up in time for May Day: "We're 10 days away – if you guys are going to do something, let's put together a plan!"

The guys in the crew put on their thinking caps. They could turn the C4 into depth charges and throw it into a river to sink a

side: Baxter and one last-minute member, 23-year-old Josh Stafford, a stoned street rat and devoted Juggalo who told a friend he was schizophrenic.

Stevens looked haggard, his normally trim beard and hair grown out grizzly wild. He said he wasn't coming. He asked Azir whether his decision to bail would affect his construction job; early in his employment, Azir had told Stevens that if he wasn't "good" with the plan, he didn't want Stevens around. Azir now replied that the van still had space for one more, but that tonight's plan and the job were separate issues. It was all up to Stevens.

Wright rolled down a window. "There's still space if you want to join."

Stevens looked at his friends in the van. He got in.

SO HERE THEY WERE AT Applebee's, wet and bedraggled as they took their seats around the table. The operation had gone smoothly: Wright, Stevens and Stafford had planted the bombs under the bridge while Baxter, Hayne and Azir had acted as lookouts. Although it had taken mere minutes, the tension and the rain had made it feel like forever, and the mood in the van afterward had been one of adrenaline-charged bonhomie. "If you do this stuff together, you're basically family," Wright had said, adding, "I'm glad you came, Connor." Stevens had agreed he was glad, too.

In the cheery restaurant, Wright scanned for cameras; Azir had suggested going to a place with surveillance video, to establish their alibi. As another red herring, the guys volunteered to their waiter that they were a touring rock band en route to a gig in Lakewood. As soon as the waiter left the table, Wright and Stafford each hunched over a detonator phone.

Wright tried punching in the code first. Back in the van he had joked, "I guess if we call and the FBI picks up, we know it didn't work." Then he added, "Something like that happens, I'm just going to swallow a razor blade." But now, when Wright dialed the number he'd been given, a voicemail picked up. Stafford tried too: voicemail. Each tried calling again, then texting; they tried entering multiple codes.

Stevens snickered. "What kind of group did I get involved in?" he asked.

"This is serious," Wright said. "We need to figure it out." They called the arms dealer to ask whether they had the correct code. Then Wright and Stafford tried sending the codes at the same time. For more than 10 minutes, they tried unsuccessfully to detonate the bombs. Then they all got up and left the restaurant. The FBI was waiting in the parking lot.

THE PUBLIC WAS NEVER in danger from the explosive devices," read the U.S. Attorney's Office statement to the media the next morning, announcing the arrests. "The defendants were closely monitored by law enforcement." All five were charged with conspiracy and attempting to use weapons of mass destruction. The trial is scheduled to begin on September 17th – if convicted, the boys could get life in prison. Hayne has already cut a deal, pleading

"THEY COULDN'T BLOW THEIR NOSES," CLAIMS ONE OF THE BOYS' DEFENSE ATTORNEYS, "LET ALONE BLOW UP A BRIDGE, WERE IT NOT FOR WHAT THIS PROVOCATEUR DID."

guilty and agreeing to testify in exchange for a sentence of up to 19 years.

It's difficult to characterize five young men who may have been willing to detonate a bridge – killing an untold number of people in the process – as innocent. The pivotal question is not how sincere they were, but whether they could ever have managed to put together and act on such a plan on their own, without the pressure, funding and resources provided by Shaquille Azir. Consensus among friends and family is unanimous. "I hate talking about them like this, but they weren't smart enough for something like this," says Strehle, Baxter's girlfriend, echoing the prevailing opinion. "They were clueless."

The crux of the Cleveland Five's defense will likely rest on whether Azir's aggressive role in the crime constituted entrapment – a strategy which Baxter's defense attorney John Pyle foreshadowed at an early court appearance. "They couldn't blow their noses, let alone blow up a bridge," he said of his clients, "were it not for what this provocateur did." Yet the government has had no problem overcoming the entrapment defense to win convictions in similar cases. The legal definition of entrapment is actually rather narrow: Even though enticing people into committing crimes might seem unjust, that doesn't make it unlawful. Prosecutors typically argue that defendants' histories show they

were predisposed to commit the crime. And juries frightened by the magnitude of the foiled plots are inclined to bring down the hammer.

In the case of the Cleveland Five, defense attorneys have also signaled their intention to reveal Azir's extensive criminal history, which could undermine his credibility. Azir has been causing prosecutors plenty of headaches since the arrests. After his identity was outed by the Smoking Gun, the FBI scuttled him into the witness-protection program, reportedly in response to a threat. But living life under federal protection hasn't kept him out of trouble. In May, Azir – who still faces two outstanding bad-check cases he picked up during his time with Occupy – was arrested in Cuyahoga County for theft. He's out on \$5,000 bail.

Meanwhile, the Cleveland Five, denied bail, have remained in prison since their arrests. (All declined comment for this article.) Each is adjusting to prison in his own way. Baxter has been stalwartly upbeat, saying that what he's read so far of the FBI transcripts of Azir's recordings are "not bad." Wright, by contrast, is lashing out, having been put into solitary confinement for breaking minor prison rules, including "hoarding Personal Hygiene." "I didn't know you could have too much soap... WTF?!" he wrote to a friend, signing off, "Freedom or Death, Down with the Fascist Pigs." He recently declared a hunger strike in protest of his treatment.

But it is Connor Stevens who has blossomed behind bars, writing zealous, rambling diatribes from jail, warming to his new role of political prisoner. "More and more of the truth will come out during the trial. What's done in the dark will be brought to the light," he wrote in one letter. "They can stone me to death tomorrow and I will die with dignity on the righteous side of the People." Stevens has been bowled over by the letters of solidarity pouring in from friends and strangers, and is relishing the embrace of the anarchist brotherhood. He often gets swept away by his own rapturous outrage. "The Fascists have not merely imprisoned the May Day 5," he wrote. "They have, in effect, declared war on any life which even QUESTIONS their hegemony." It's as though Stevens, in his rhetorical fervor, forgot the part where he tried to blow up a bridge.

From the loving yet angry kid with half-baked political ideals, Connor Stevens has morphed into someone who sounds like the fiery radical the government has painted him to be. Perhaps in the end, after all their efforts, the feds really did get the terrorist they wanted. But Stevens got something, too. With his legit cred as a political dissident, he has finally found a life-defining mission and, at last, a sense of belonging and identity – the fulfillment he was searching for all along. **2**

PROMOTION



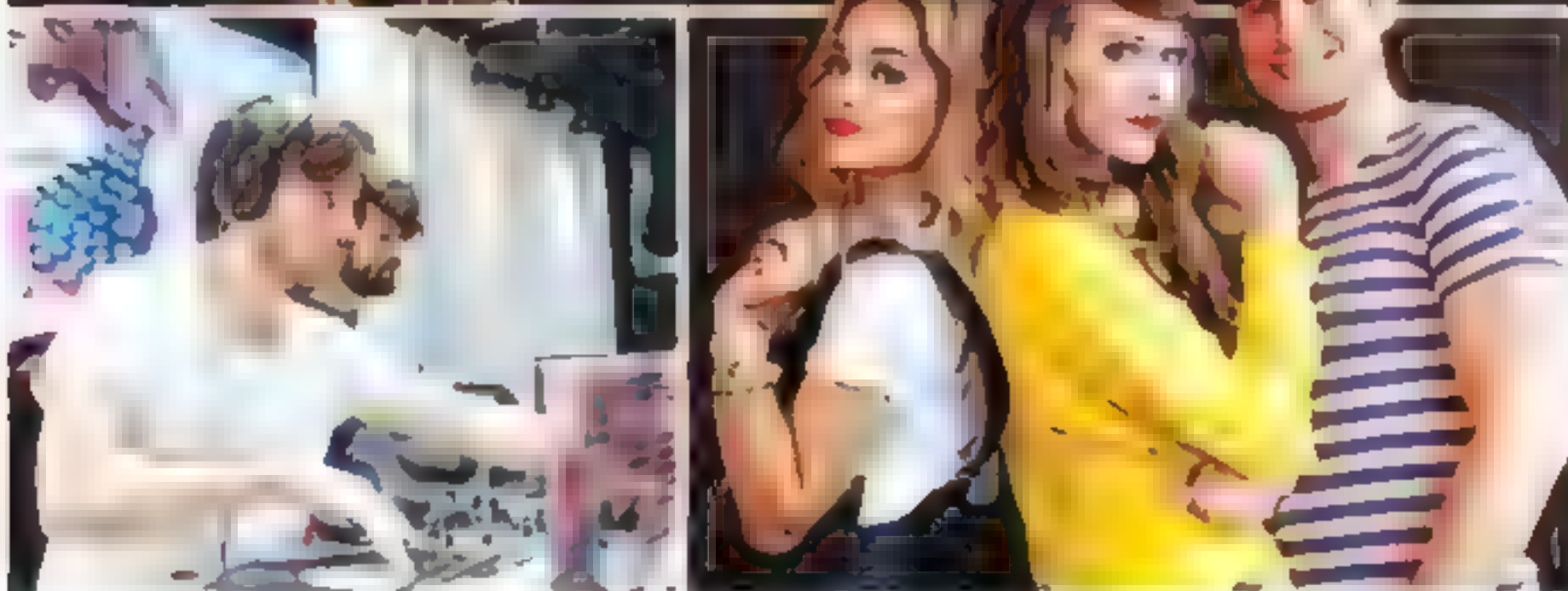
THE ROCK ROOM ROLLS ON

FRIDAY AUG 3RD

DELTA SPIRIT //
FIDLAR // GIVERS //
DJ SETS BY COSMIC KIDS

SATURDAY AUG 4TH

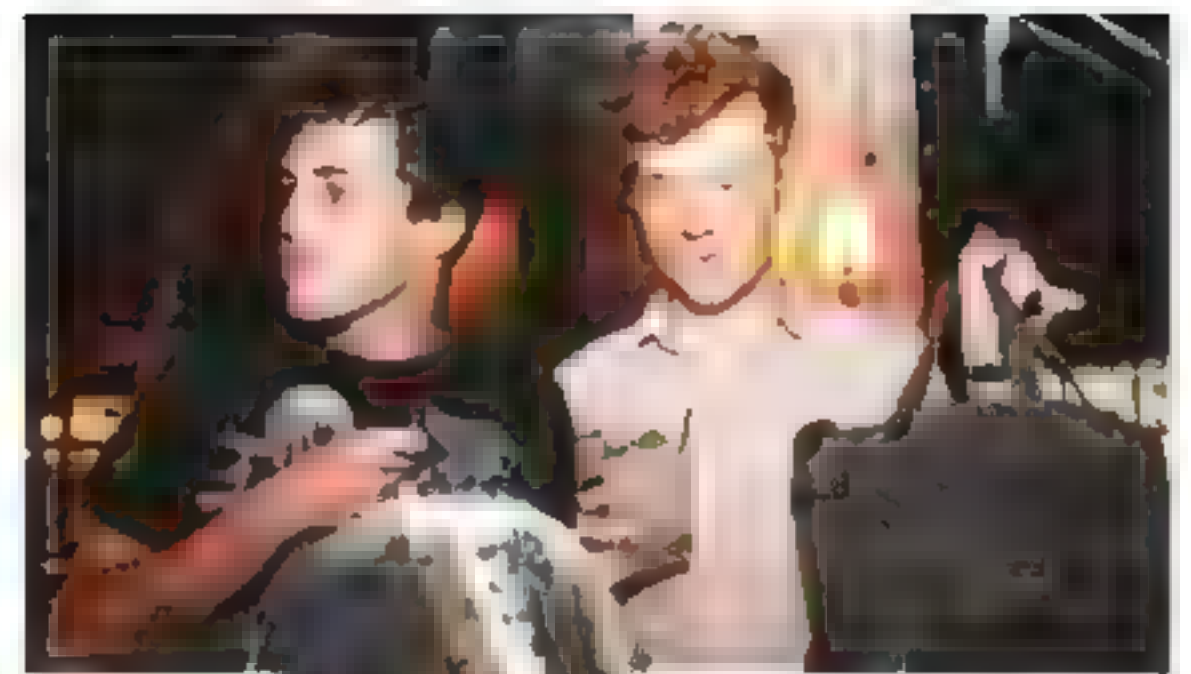
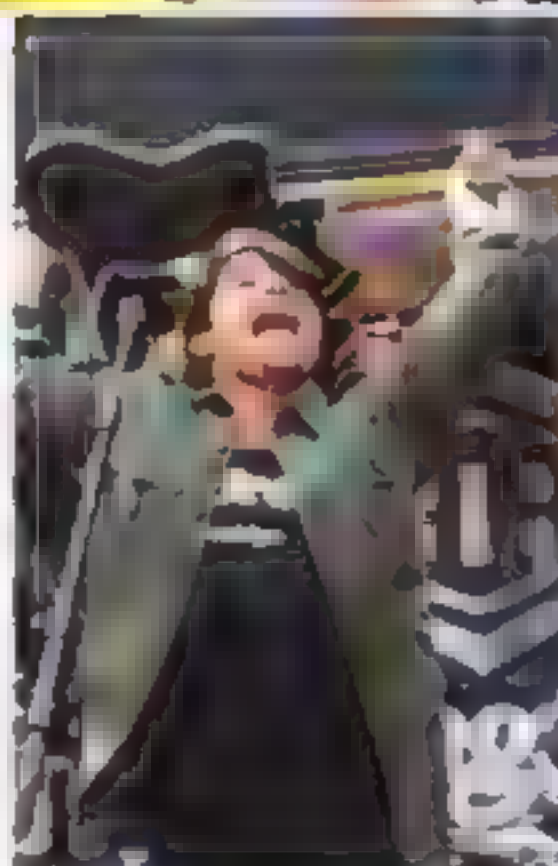
BOMBAY BICYCLE CLUB //
YELLOW OSTRICH //
PLUS ROLLING STONE'S
WOMEN WHO ROCK SHOWCASE
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On August 3rd and 4th, Chicago was the latest landing spot for the Rolling Stone Rock Room with festival-goers packing the downtown hotspot Paris Club for two days of revelry. High-energy performance sets, including our first-ever Rolling Stone Women Who Rock Showcase featuring Karmin and Rita Ora, plus eclectic spinning from The Cosmic Kids, filled the two afternoons. And the fun didn't stop there.

From featured drinks to special giveaways to interactive displays, the Rock Room was amped up to "top-party" status with the generous support and contributions from our partners.

Photos: Anjali M. Pinto



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Reviews

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Bob Dylan's Hardest Rain



Blood, shipwrecks, bad memories: Dylan makes one of his darkest, strangest albums ever



Bob Dylan

Tempest Columbia

★★★★★

BY WILL HERMES

Bob Dylan's 35th album begins with a train whistle exploding in his mind. He sees an old oak tree he used to climb and imagines a woman smiling through a fence. He hears the voice of "the mother of our Lord" – and still, that whistle, screaming "like the sky's gonna blow apart." It's astonishing, "Duquesne Whistle" suggests, how much can be channeled through a simple sound.

That notion defines Dylan's career, and especially his output of the past decade – music built from traditional forms and drawing on eternal themes: love, struggle, death. With its jazzy, pre-rock groove, "Duquesne Whistle" could be from any of Dylan's last three albums, 2001's *Love and Theft*, 2006's *Modern Times* or 2009's *Together Through Life*. But then the song ends, Dylan gets off the train and soon one of his weirdest albums ever truly starts. *Tempest* is musically varied and full of curveballs. It may also be the single darkest record in Dylan's catalog.

The body count alone distinguishes it, with songs about the Titanic disaster ("Tempest"), a three-way murder-suicide ("Tin Angel") and the assassination of his old acquaintance John Lennon ("Roll On, John"). "Pay in Blood" is a portrait of

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REVIEWS MUSIC



The xx's Minimalist Bliss

London hipsters' second album is a masterpiece of stripped-down soul

The xx *Coexist* Young Turks ★★½



It's not what the xx put into their music. It's what they leave out. On their second LP, as on their 2009 debut, the Londoners are masters of restraint, building songs from simple chord progressions, delicate guitar and keyboard ostinatos, the gentle rub of Romy Madley-Croft and Oliver Sim's his-and-hers croons – and, most of all, from silence. The musical minimalism is matched by the lyrics. The songs are vignettes, about little things – a glance, a gesture, a murmured word – that mark big romantic sea changes. In "Tides," Madley-Croft and Sim

sing, "You leave with the tide/And I can't stop you leaving/I can see it in your eyes/Some things have lost their meaning."

Coexist will not surprise old fans. The xx haven't altered their sound, they've refined it, adding a splash of arena-rock guitar here, a clubby 4/4 thump there. There are hints of Timbaland in "Chained" and Prince in "Tides." But, spiritually speaking, they're less funk than soul. Listen to Madley-Croft and Sim duetting on "Our Song": "When no one wants to/I will give you me/And we'll be/Us." They are the pasty English hipster Roberta Flack and Donny Hathaway – full of heart and, yes, even a bit of sexiness. For the xx, *Coexist* is a philosophy.

KEY TRACKS:
"Tides,"
"Our Song"

JODY ROSEN

BOB DYLAN

raging evil delivered in snarling vocals – Dylan is so close-miked you can practically hear the phlegm rattle. "Early Roman Kings," with David Hidalgo's cantina-blues accordion, conjures "lecherous and treacherous" despots "in their sharkskin suits."

Lyrically, Dylan is at the top of his game, joking around, dropping wordplay and allegories that evade pat readings and quoting other folks' words like a freestyle rapper on fire. "Narrow Way" is one of Dylan's most potent rockers in years, and it borrows a chorus from the Mississippi Sheiks' 1934 blues "You'll Work Down to Me Someday." "Scarlet Town" draws on verses by 19th-century Quaker poet and abolition-

ist John Greenleaf Whittier; and allusions to Louis Armstrong and the Isley Brothers pop up elsewhere.

The two most powerful cuts here are rooted in fact. At nearly 14 minutes, "Tempest" is epic – 45 verses (with no chorus) about the sinking of the *Titanic*, set to an Irish melody with accordion and fiddle. Historical accuracy is beyond the point; the reference to Leonardo DiCaprio feels truer to folk tradition than his absence would be. Meanwhile, the scenes are horrifying: passengers plunging into icy waters; "Dead bodies already floating/In the double-bottomed hull"; some men turning murderous; another offering his lifeboat seat to a crippled child. The metaphor is inescapable: a seemingly unsinkable be-

hemoth going down amid small acts of bravery that change little, rich and poor doomed equally.

"Roll On, John," the closing song, was written for a man who wrestled with the oppressiveness of fame and deification as much as Dylan has. "I heard the news today, oh, boy," he sings, referencing Lennon's murder and a Beatles lyric in a voice that throbs with survivor's guilt. It's a prayer from one great artist to another, and a reminder that Dylan now stands virtually alone among his 1960s peers. His own final act, meanwhile, rolls on. It's a thing to behold.

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★★★★★ Classic | ★★★★★ Excellent | ★★★ Good | ★★ Fair | ★ Poor
Ratings are supervised by the editors of ROLLING STONE



Melissa Etheridge

4th Street Feeling Island

★ ★ ★ ½

A restrained memoir from a veteran singer-songwriter

This album's dramatic opening track, "Kansas City," finds Melissa Etheridge recalling a youthful journey to freedom fueled by "Lucky Charms and Tic Tacs and Mom's amphetamines" in her "old man's Delta 88." Such autobiographical musing deepens Etheridge's 12th disc, which also expands her sonic palette. She plays all the guitars, a first, and producers Jacquire King (Kings of Leon) and Steve Booker (Duffy) deftly curb her over-the-top tendencies. "Be Real" is spare and funky, "Enough Rain" raw and folky. The restraint serves her well. She's realized that sometimes holding a little back can make what's there hit with all the more force. **ANTHONY DECURTIS**



Patterson Hood

Heat Lightning Rumbles in the Distance ATO

★ ★ ★ ½

Southern-rock lifer starts book, ends up with solo album

Frankly, it's a relief to hear Patterson Hood backed by banjo, fiddle and acoustic strumming; the Drive-By Truckers frontman has hollered Southern Gothic tales over an electric-guitar army with such intensity for so many years, it's a miracle he hasn't flamed out. This third solo set was born of a shelved novel/song-cycle project. The hush magnifies its stories of family and fucked-up youth, and even the sketches deliver an emotional gut punch. "Leaving Time," a tour rat's ongoing farewell to his kids, and "After the Damage," a rueful duet with Kelly Hogan, sound like the birth of a sustainable sideline. Just make sure you keep rocking too, OK, dude?

WILL HERMES



Purity Ring

Shrines 4AD

Canadian synth-pop band likes e-mailing, mountain-climbing

This Canadian duo composed their spectral electro-pop debut by writing tracks back and forth via e-mail over hundreds of miles. That sense of distance permeates the music: dark, mutable, likably repetitive synth whirr that recalls artfully creepy bands like the Knife. Instrumentalist Corin Roddick makes atonal friction, and singer Megan James' piercing vocals balance the ominously visceral ("Dig holes in me with wooden carved trowels," she commands on "Grandloves") and the atmospherically delighted (on "Obedear" we learn she "came down over the sleeping mountains"). You can be sure her feet never touched the ground.

STACEY ANDERSON



Matchbox Twenty

North Emblem/Atlantic

One of the early '00s' biggest bands is back and on point

Torn hearts, funk-fed beats and eloquent balladry - the first Matchbox Twenty album in more than a decade is a plush showcase for Rob Thomas' smooth-as-ever singing. On "She's So Mean," a droll look at addiction and a master class in snappiness, he gets sucked in by a Bacardi-guzzling, record-scratching, crazy-making girl; on "The Way," romance ends, rich harmonies ricochet, guitars go astral and Thomas' composure cracks; on "How Long," a guy yearns for the next level of "carrying on," as gawky verses progress to pop poise. Every song here goes for immediate payoff - as Thomas broadcasts on "Radio," they have been built for lifetimes.

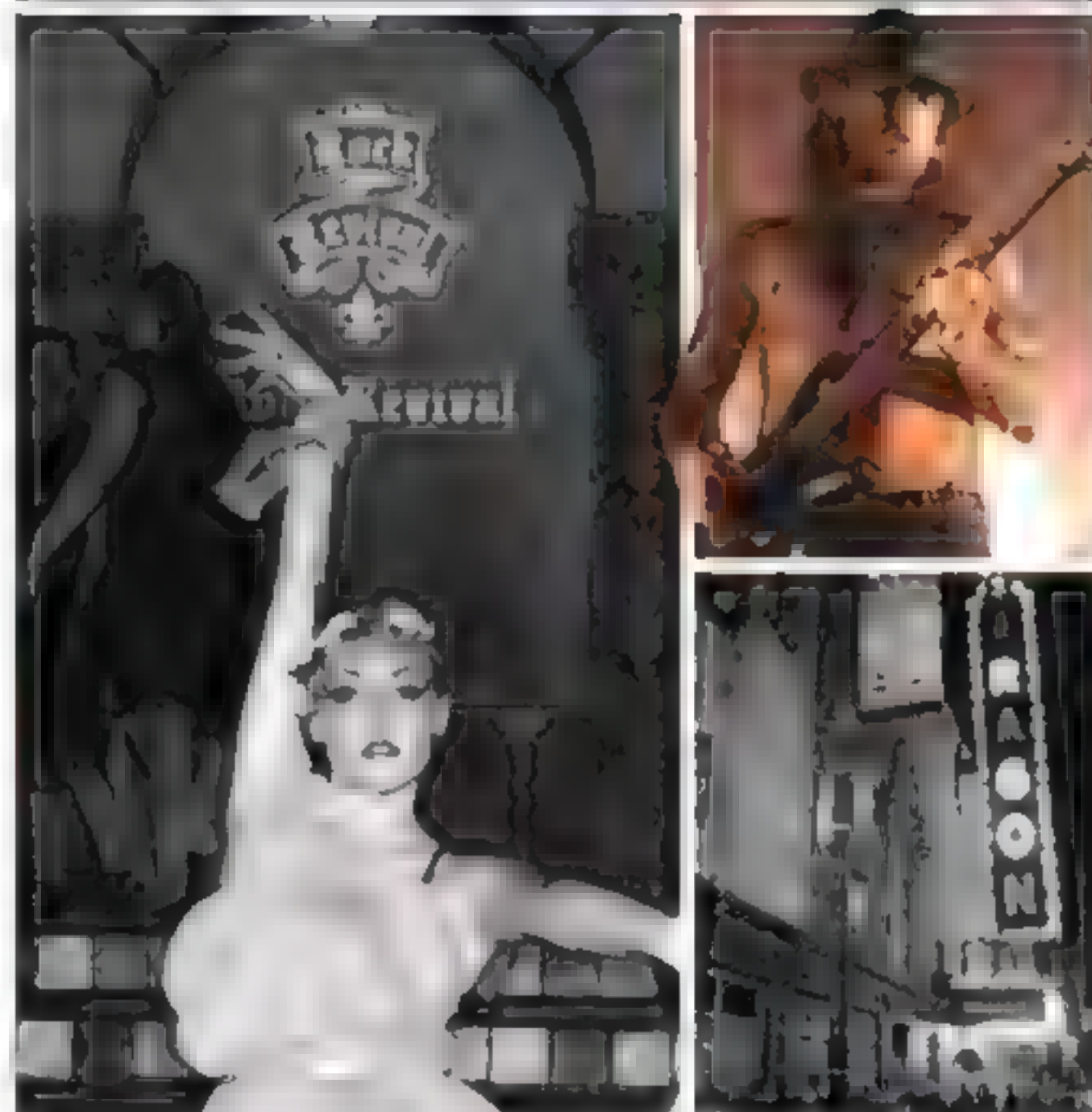
JAMES HUNTER



**ROCK REVIVAL AND ROLLING STONE JOIN FORCES
TO PRESENT THE FESTIVAL'S WILDEST AFTER-PARTY**

Soon after a big storm blew through town, Jane's Addiction hit the stage at the historic Aragon Ballroom with their own intense performance. Set included a downpour of their greatest hits and newer songs from their latest, *Theatre of the Escapists*.

And the stage was not the only showcase; Rock Revival supported the event by outfitting Aragon staffers with select jeans styles and providing samples of their new fragrance for all guests. Plus, inspired by the album, the venue featured live immersive performers to bring the Theatre to all corners of the room.



CLOCKWISE FROM TOP:
Perry Farrell, Dave Navarro;
Outside the Aragon;
Perry Farrell and Dave
Navarro on stage;
immersive performer
Photo Credit: Jesse Lirola



Dave Matthews Gets Back

DMB and Nineties producer make tight tunes about weighty issues

Dave Matthews Band

Away From the World RCA ★★½



Dave Matthews is one of rock's most underrated Pretty Complex Dudes – as horny as Lil Wayne, as troubled as Thom Yorke, able to growl “war is the most vulgar madness” like the American Sting he’s always sort of been. He’s got a beige-Baja-shirt rep and a black-turtleneck soul.

The first DMB record in more than three years (and the first in over a decade produced by Steve Lillywhite, who helmed their mid-Nineties albums) serves up the Matthews magic in all its musically tight, emotionally bumfuzzled splendor: from the sex-as-food funk-pop romp “Belly Belly Nice,” to the relationship SOS “The Riff,” where Matthews sings, “I

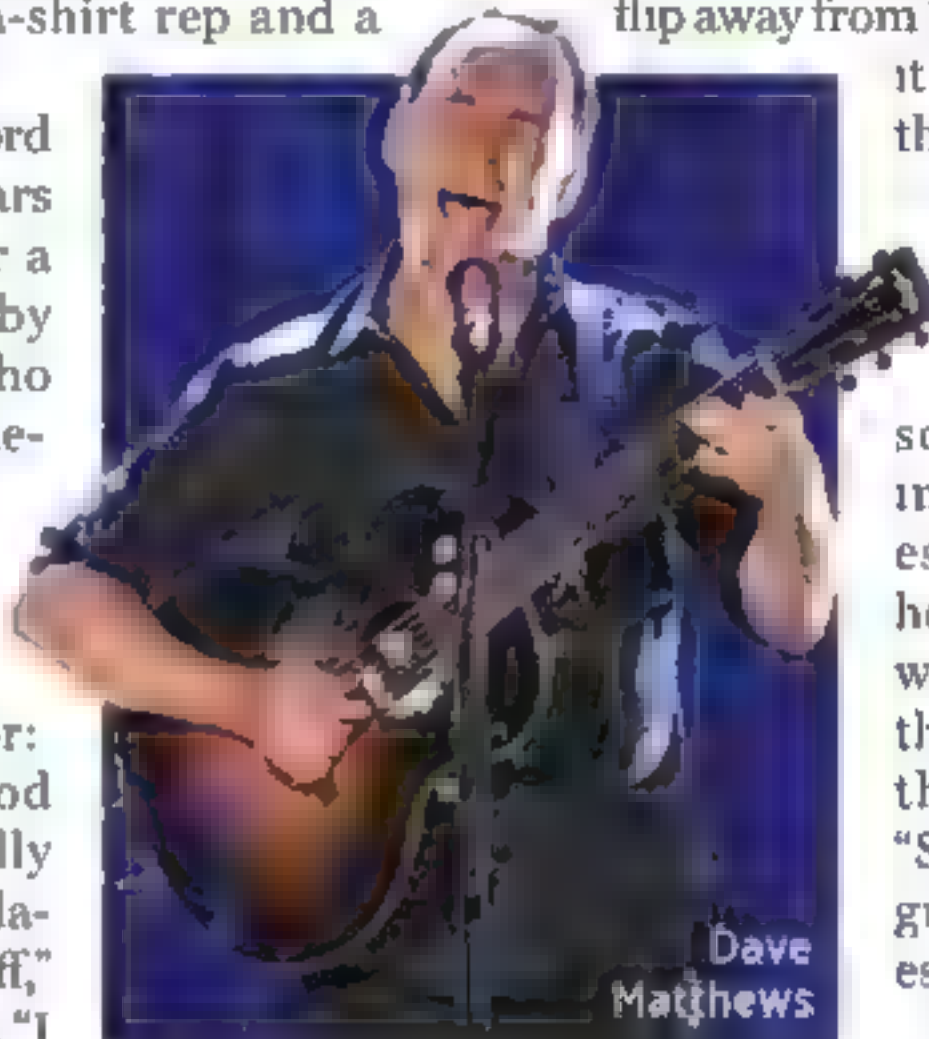
don’t know the man living in my head. If I don’t know the woman sleeping in my bed,” to op-eds against political apathy like the fragilely beautiful “Mercy.”

Lillywhite’s sympathetic production and the rich band interplay, steeped in New Orleans R&B, lithe jazz fusion and nimbly driving jam rock, make for uncluttered songs that at times recall Clinton-era glories (the elegant slow build of “Mercy” is just a hacky-sack flip away from 1996’s “Crash Into Me”; it could’ve soundtracked the shit out of a *Friends* montage).

KEY TRACKS: “Mercy,” “Belly Belly Nice”

And yet, this is no nostalgia trip back to the quad. Even songs that luxuriate in strummy romantic escapism take midlife head-on: “I’m too old to wanna be younger now,” the 45-year-old sings on the gingerly intimate “Sweet.” He wears his grown-n-grumpy honesty like a champ.

JON DOLAN



David Byrne and St. Vincent

Love This Giant

4AD/Todo Mundo

★★★

New York art rockers team up – weirdness ensues

A May-December one-off by David Byrne and Annie “St. Vincent” Clark, this LP is like a special-mention science-fair project: two brainy kids speaking in tongues that are fascinating even when they’re hard to follow. Working with a brass band and tandem guitars, the duo trade vocals, delivering hiccuping phoneme and wry kickers over shifty programmed beats. Yet for all the convention-dodging, the most satisfying bits – Byrne’s show-tune-y “I Am an Ape” and Clark’s New York City mash-note ballad, “Optimist” – are the most straightforward. Go figure.

WILL HERMES



The Sheepdogs

The Sheepdogs Atlantic

★★★

Canadians turn old-school riffs into taut, catchy jams

On their major-label debut, these Saskatchewan rockers – who won ROLLING STONE’s “Choose the Cover” contest last year – roll out taut, sun-beaten boogie that’s snapped into scuzzy shape by producer Patrick Carney of the Black Keys. The Sheepdogs’ talent is for variety and economy; songs that might go on for seven minutes are trimmed down to three, as they pinball from garage stomp (“Feeling Good”) to Sweet-style metal pop (“While We’re Young”) to Allman Brothers-esque jazz rock (“Javelina”). Listening to the *Sheepdogs* is like having good luck finding classic rock stations on a long road trip.

J.D.



Ulver

Childhood's End Kscope

★★★★

Norse metal dudes give Sixties rock a dark makeover

This is more than hip-covers fun. Ulver, a Norwegian black-metal band, darken the apocalypse in acid-Sixties relics by bands such as the Byrds, the Pretty Things, Bonniwell’s Music Machine and electronic-rock pioneers the United States of America. Jefferson Airplane’s love song “Today” and the Beau Brummels’ trippy-country carol “Magic Hollow” are recast as pagan-folk spells: light on fuzz, heavy with the sorcerer’s incantation of singer Kristoffer Rygg. Ulver also locate the dark arts in unlikely places like the Troggs’ hotline to lust, “66-5-4-3-2-1.” It now sounds like there’s real trouble on the other end.

DAVID FRICKE

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TOP SINGLES

Young's New Live Gems

Neil Young

"Twisted Road" ★★★★★

"Walk Like a Giant" ★★★★★

Neil Young hasn't dipped much into the old-time kiddie songs from this year's *Americana* in his latest Crazy Horse shows. Instead, he's using this tour to blow minds with intense new tunes that come on like pieces of an in-progress autobiographical song cycle. "Twisted Road" is an acoustic beauty. Young reminisces about hearing Dylan and the Dead on the radio. But "Walk Like a Giant" (a so presumably from Young's next album, due this fall) is the mind-blower: an epic feedback monster, stretching to the 20-minute mark. It tackles familiar Young themes – the passing of time, the death of the hippie dream – with furious guitar noise and a whistle-along chorus. "Walk Like a Giant" is a fearsome sound: The old man takes a look at his life, and gets righteously pissed off at what he sees. **ROB SHEFFIELD**



Swift



Taylor's Hilarious Breakup Postmortem

Taylor Swift *"We Are Never Ever Getting Back Together" ★★★★★*

Taylor Swift teamed with Swedish hit whisperers Max Martin and Shellback on her new single, and its hooks, plural, have a zing that's more Stockholm than Nashville. But it's unmistakably Taylor: a witty relationship postmortem, delivered in inimitable girlie-girl patois. And this bit – "...I'm just, I mean, this is exhausting. Like, we are never getting back together. Like, ever" – might be the most sublime spoken-word interlude in pop since Barry White died. **JODY ROSEN**

SHORT CUTS

Y.N.RichKids

"Hot Cheetos & Takis" ★★★★★

A Minneapolis crew of actual children delivers one of the summer's final truly great jams. Over dramatic synth strings and 808-ish thump, the kids do for the titular munchies what E.T. did for Reese's Pieces. Inspirational line: "Snacks on snacks on snacks." **JOE GROSS**

Eddie Vedder and Natalie Maines

"Golden State" ★★★★★

This live acoustic cover of a song by former X front-man John Doe was released in honor of the West Memphis Three. Maines and Vedder's two very different voices merge for a shabbily heraldic ode to hard-won redemption. **JON DOLAN**

The Coup

"The Magic Clap" ★★★★★½

Boots Riley, a spokesman for Oakland's Occupy movement, leads his long-standing agitprop hip-hop crew through a soul-shouted jock-rap bleacher cheer for the 99 percent. It's a political party in fine PE tradition for sure: cap salaries; fix the 14th Amendment; "tell Homeland Security we are the bomb." **CHUCK EDDY**

Teen

"Better" ★★★★★

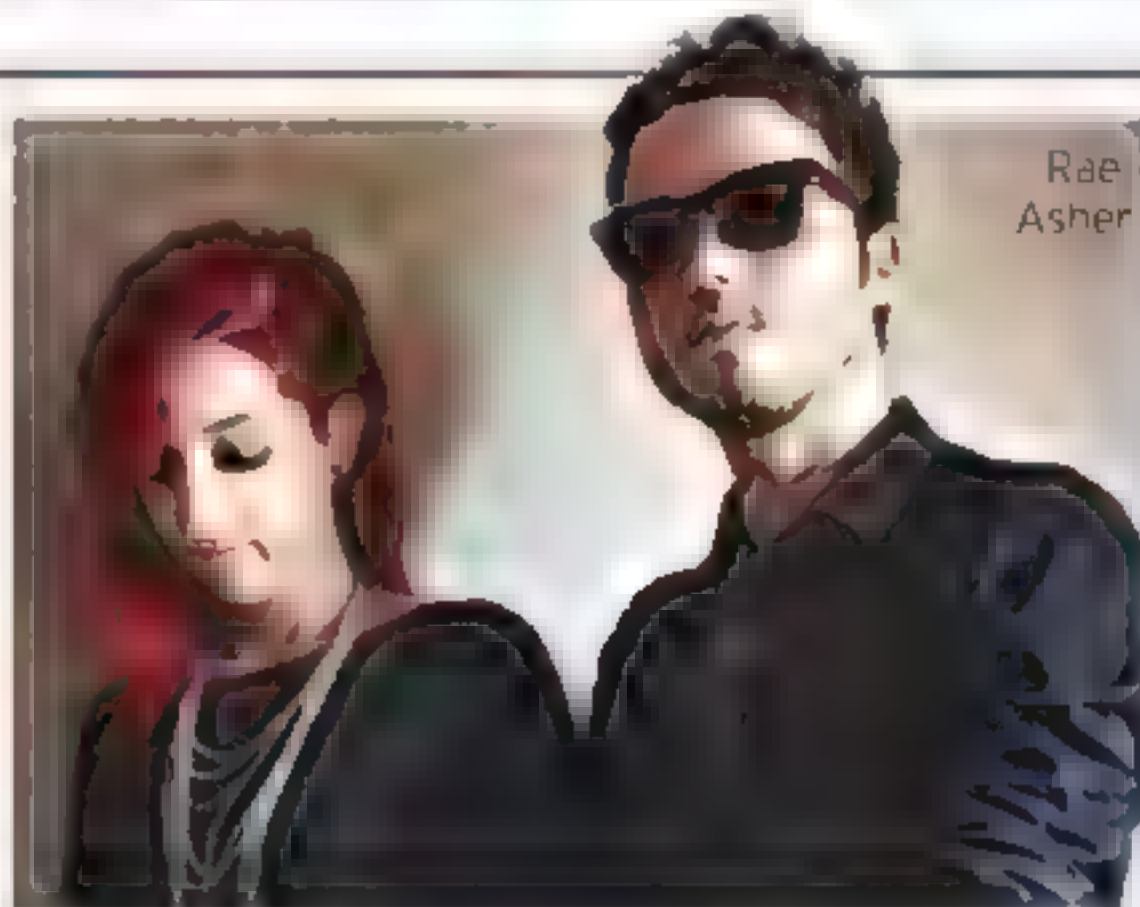
Three sisters plus a pal (convened by Teeny Lieberman of dreamy indie poppers Here We Go Magic) cook up some darkly pulsating basement New Wave rapture. The song was produced by Sonic Boom of Eighties indie-psych gods Spacemen 3, upping its retro-salvage appeal even further. **J.D.**

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Rae
Asher

Blonds

Two Florida kids hit Brooklyn with their own spin on darkly sexy boy-girl indie pop

The Bad Ones Gluck ★★★



This Brooklyn-via-Florida duo operate in black and white, bringing together torch-song dramatics, scratchy AM-radio fizz and wave after wave of haunted reverb to craft flickering songs that sound beamed in from a world where Lana Del Rey gets a star turn in a David Lynch movie and/or the Ronettes slurp Old-Fashioneds with Mazzy Star at closing time. Cari Rae's strong alto, which can evoke several shades of sadness, anchors songs like the melancholy yet sparkling "Time" and the sublimely grinding "Run." On "Mr. E," Rae and bandmate Jordy Asher let loose, fighting for space with a squealing guitar and tumbling drums. Sometimes the retromania can be as stuffy as a mothball-filled closet, but for the most part, their debut album is a pleasantly morose listen

KEY TRACKS:
"Mr. E," "Run,"
"Time"

MAURA JOHNSTON

KEY FACTS

HOMETOWN Brooklyn

BACKSTORY Singer Cari Rae and instrumentalist Jordy Asher grew up down the highway from each other in the Sunshine State, fell in love and began writing

songs together - about love, mostly

GOOD CHOICE The LP was produced by Nicolas Vernhes, who's worked with indie leading lights like Dirty Projectors and Spoon



Slaughterhouse

Welcome to: Our House

Snady

★★★

Eminem-backed group throws a raw rhyme party

Slaughterhouse - Joe Budden, Joell Ortiz, Royce da 5'9" and Crooked I - are less a supergroup than a collection of oddballs. Eminem turns up on two tracks and produces two more. But the group's second LP is a showcase for gritty traditionalism: On "Hammer Dance," the hammer in question is on a pistol, and the dance is strictly metaphorical.

JODY ROSEN



Bloc Party

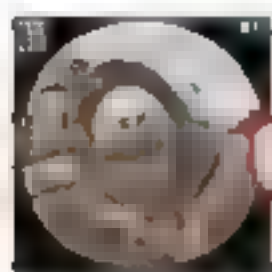
Four Frenchkiss

★★★½

Art-punk Brits' near-breakup leaves them lovably cranky

Recorded after the British art rockers reportedly fired and rehired lead singer Kele Okereke, their guitar-heavy fourth record stews with palpable aggression. There's tetchy falsetto, brittle distortion and a tempestuous anti-one-percent rant ("We're Not Good People") that approaches thrash metal. It makes for their best record since their 2005 debut.

STACEY ANDERSON



REISSUE

Thin Lizzy

Thin Lizzy Light in the Attic

★★★★

The Seventies hard-rockers' metal-soul beginnings

When Thin Lizzy released their 1971 debut, they were Irishmen as steeped in pastoral folk as proto-metal, bending Hendrix's power-trio funk and Van Morrison's Celtic soul into new shapes. On this 180-gram vinyl reissue, Phil Lynott is fascinatingly conflicted; family is his fall-back theme, but "Return of the Farmer's Son" rages like fighting in the streets.

CHUCK EDDY



Serengeti

C.A.R. Anticon

★★★½

A Windy City rapper's wry, old-school throwback

Chicago rapper Serengeti has a refreshingly deadpan outlook: "Cold" calls out scrubs in their thirties, "still wearing jerseys." On his latest disc, producers Jel and Odd Nosdam drop furious record scratches and stand-up-bass samples into their thorny, old-school beats, and Serengeti's drawling, pregnant-pause-filled flow is one to remember.

NICK CATUCCI



Various Artists

Country Funk:

1969-1975 Light in the Attic

★★★★

Fun and weird comp of twanging soul jams

This post-hippie country sampler features Nashville stars (Mac Davis, Bobbie Gentry), 1950s holdovers, and self-released space cadets working out humid hybrids of California singer-songwriting, Memphis soul and Cajun gumbo. Per Dennis the Fox in "Pile-driver," it's "a high-steppin', side-steppin' life outside you ain't never seen."

C E

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IN THE STUDIO



Hard Rhymes and Heady Jams: Big Boi's Wild New LP

Album Vicious Lies and Dangerous Rumors

Due Out November 13th

Big Boi leans forward in a chair in the control room of Stankonia, his studio complex on Atlanta's west side, while an engineer cues up a new work in progress called "Shoes for Running." "There's no verse on this one yet, but you can get the gist," Big Boi says, as a swirl of insistent psychedelic pop played by California indie punks Wavves — plus additional musical contributions from M.I.A. and Santogold — tumbles out of the speakers. The dizzy jumble of sounds is a fair indication of what to expect from the Outkast MC's second LP. "This album is not predictable," he says. "It doesn't sound like anything out there."

Vicious Lies might surprise some Outkast fans, but Big Boi has always had eclectic taste. "My top three favorite artists of all time are Bob Marley, Kate Bush and N.W.A.," he says. "You mix that up, and you'll get just about anything." Other standout tracks on the new disc include "Objectum Sexuality," a lush electro jam featuring upstate New York indie duo Phantogram; "Lines," which lays a guest verse from A\$AP Rocky over hiccuping production from longtime Outkast beat squad Organized Noize; and "Mama Told Me," a Prince-ish collaboration with Swedish synth-pop act Little Dragon.

"Fans want that edgy-ass, never-heard-this-before power-music electric revival," Big Boi says. "Is it risky? Yeah, because it's apart from everything else that's going on. But I refuse to conform to that — it wouldn't be fun to me."

DAVID PEISNER

STUDIO NOTES

Gary Clark Jr. preps heavy debut album

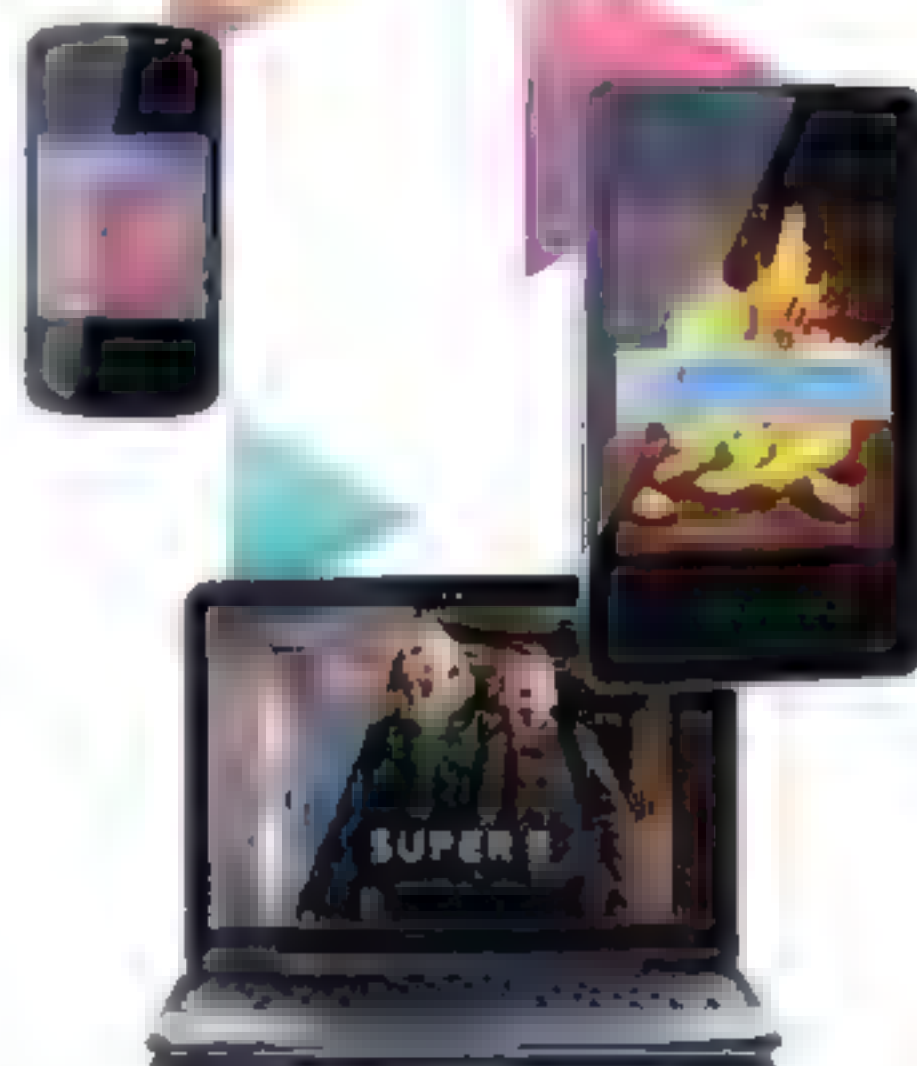
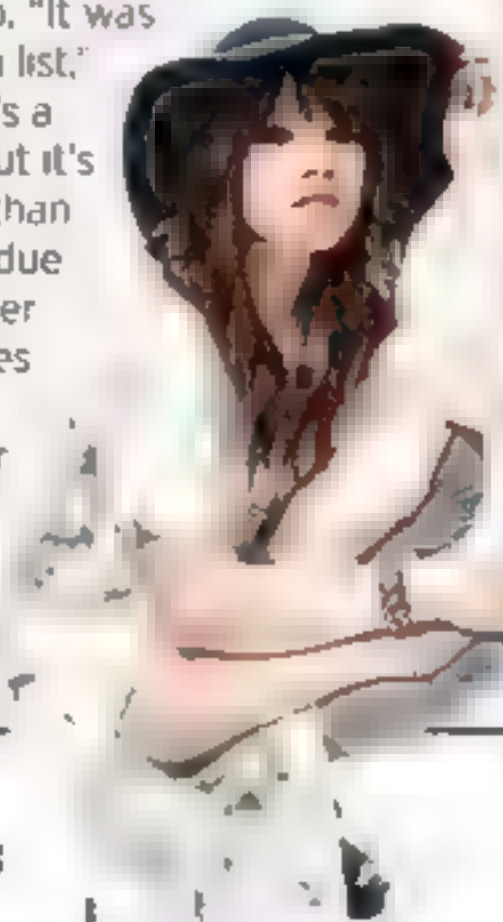
After touring for a year on his *Bright Lights* EP, the Austin blues guitarist has recorded his major-label debut with producers Rob Cavallo and Mike Elizondo. Clark has cut 17 songs for the LP (due October 23rd), from the heavy riffs of "Ain't Messin' Around" to a psychedelic cover of Albert Collins' "If You Love Me Like You Say." "The foundation is blues," Clark says. "But I also do some straight-up rock & roll, front-porch acoustic blues and fuzzy octave-dropped guitars. I completely let it go."

Carly Rae aims for charts on new LP

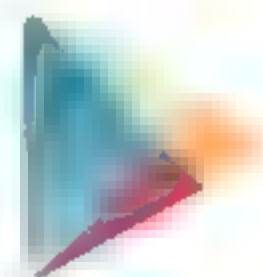
To follow up her smash summer single, "Call Me Maybe," Carly Rae Jepsen (below) recorded with A-listers including Max Martin and LMFAO's Redfoo. "It was an insane dream list," she says. "There's a hint of dance, but it's more pure pop than anything." *Kiss*, due out on September 18th, also features a duet with her pal Justin Bieber. Adds Jepsen, "It's already nostalgic for me."

U.K. retro-soul star plots fall invasion

After celebrating her 26th birthday by running with the Olympic torch, London retro-soul singer Paloma Faith has her sights set on America. Her Winehouse-ish album *Fall to Grace* — already a hit across the pond — is due out November 27th, and she's planning a U.S. tour in the fall. "America is a huge priority," says Faith. "I thrive on change."



On Android and the web

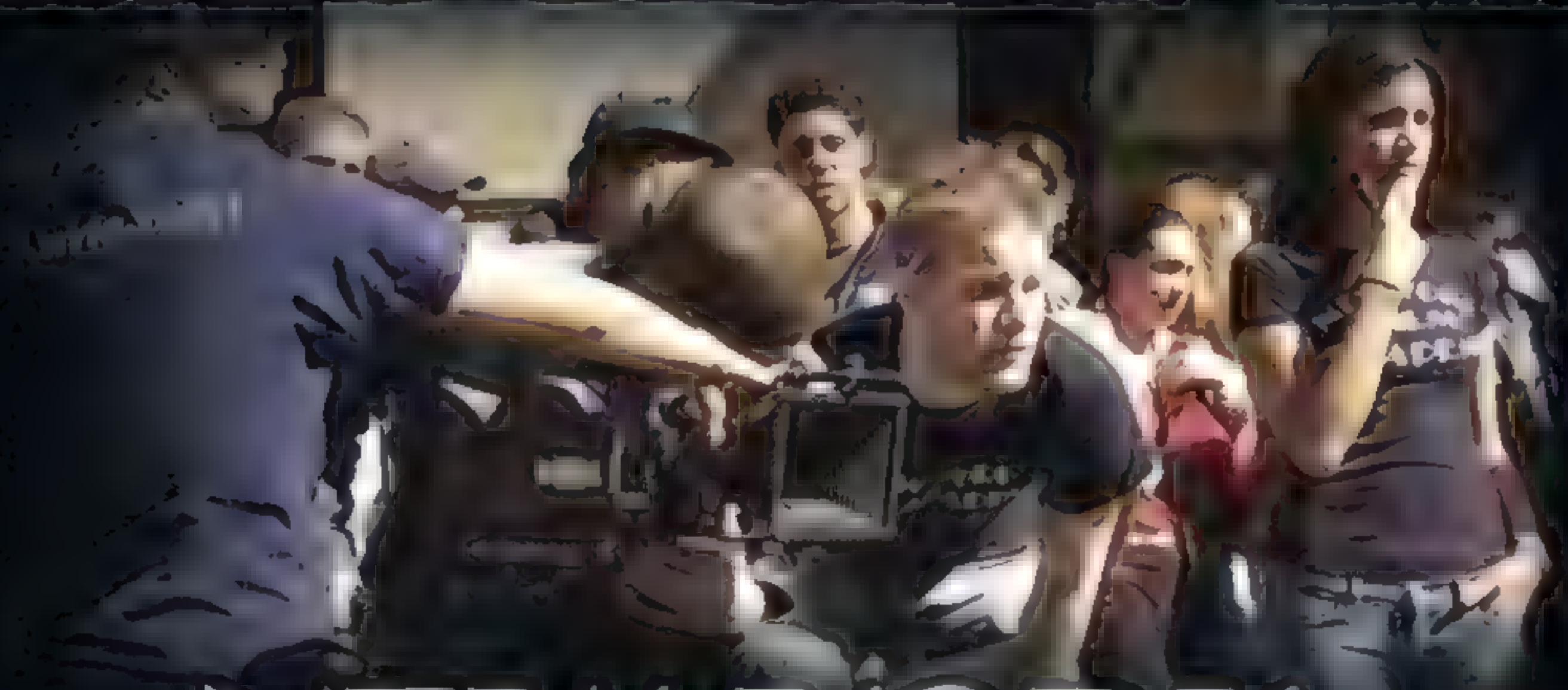


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MASTER OF THE UNIVERSE
Richard Gere
on top of the world

Wall Street Wolfman

In this juicy, jolting financial thriller, an Oscar-caliber Richard Gere fires on all cylinders as a hedge-fund crook in crisis *By Peter Travers*

Arbitrage

Richard Gere

Directed by Nicholas Jarecki

★★★½

IT'S INSTRUCTIVE TO NOTE what a killer actor Richard Gere can be when a movie rises to his level. *Arbitrage* is such a movie, a sinfully entertaining look at the sins committed in the name of money. For proof that we're in financial hell, look around. True, this territory has been covered from *Wall Street* to last year's *Margin Call*. But Gere and first-time director Nicholas Jarecki put a tantalizing spin on what goes on in the head of a fraudulent hedge-fund manager when he decides to stick it to the rest of us, including his own family.

Gere's Robert Miller is the picture of unflappable elegance. Good job on that, since he's just lost \$400 million in a bad copper-mine investment, and if he can't cover it up and unload his company on a major bank, his career will go kaput along with his fortune. Fraud

puts pressure on Robert's skill at deceiving wife Ellen (Susan Sarandon), French mistress Julie (Laetitia Casta) and chief accountant Brooke (Brit Marling), who also happens to be his daughter. But Robert keeps his cool until the sudden death of one of these women has him dodging a possible murder rap with the grudging help of Jimmy Grant (a terrific Nate

Parker), the son of the family chauffeur and the only black man in Robert's circle of white privilege. That's when NYPD detective Michael Bryer (Tim Roth) smells a rat and Robert's world begins to unravel.

There's enough plot here to stuff a miniseries or three, yet *Arbitrage* never descends to bland and predictable. Credit Jarecki, whose combustible

directing debut gives *Arbitrage* the charge of a thriller and the provocation of a moral fable. Jarecki has an eye for the telling detail, not surprising given his start with the 2005 documentary *The Outsider* (about rogue director James Toback). Docs run in the Jarecki family, with half brothers Andrew (*Capturing the Friedmans*) and Eugene (*Why We Fight*) making notable contributions to the genre. As the son of two commodities traders, Jarecki has Wall Street in his DNA. And it resonates in his exceptional screenplay, which potently captures the gleaming seduction of Robert's world and the fear that festers underneath.

Jarecki knows the territory. And Gere knows the man, inside and out. His rapt, watchful performance is a thing of toxic beauty. Gere digs so deep into this flawed tycoon that we come to understand Robert's actions without for a minute forgiving them. Wearing the trappings of wealth like a second skin, Gere invites us to see what Robert sees. And the glamour in his field of vision—cheers to cinematographer Yorick Le Saux (*I Am Love*) for the sheen and composer Cliff Martinez (*Drive*) for the seductive mood—is tempting enough to make us all complicit.

Like the best movies, *Arbitrage* persuades us to ask tough questions about ourselves. And Gere nails every nuance in a role that holds up a dark mirror to the way we live now. Despite his box-office success in crowd-pleasers such as *An Officer and a Gentleman*, *Pretty Woman* and *Chicago*, Gere has long been underrated. No Academy love, not even for his sinister brilliance in *Internal Affairs*, *American Gigolo* and *The Hoax*, or for the battered heart he brought to the cheated-on husband in *Unfaithful*.

Gere's performance in *Arbitrage* is too good to ignore. At 62, he is at the peak of his powers. Watch him in the scene when Sarandon—in full, feisty flower—hits Robert with a lifetime of resentments. She can't rock his composure. But Gere gives us a window into the soul of a man who finally realizes that even money will no longer help him lie to himself. It's an implausible tour de force.

How We Watch Movies

Side by Side

Keanu Reeves

Directed by Chris Kenneally

★★★½

No true movie junkie is going to want to miss *Side by Side*. In case you haven't noticed, digital capture and projection are slowly sending old-fashioned celluloid into the archives. What does it mean for movies? Keanu Reeves, making an astute and witty interviewer in Chris Kenneally's vital film, asks many of our best directors where they stand in the digital revolution. Their answers



might surprise you. Steven Soderbergh and David Lynch are eager converts, while Christopher Nolan and Martin Scorsese feel a loss. The film clips, side by side, are revelatory. Jump in

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MOVIES



Lawless

Tom Hardy, Shia LaBeouf, Jessica Chastain, Guy Pearce, Gary Oldman

Directed by John Hillcoat

★★½

EXPECTATIONS ARE MURDER. WITH A dynamite cast (do Tom Hardy and Jessica Chastain ever fuck up?), an iconic screenwriter in rocker Nick Cave and an Aussie director in John Hillcoat, who inspired worship for *The Proposition*, you assume a new classic. What you get is an ambitious try. As the summer dribbles to a close with formula pap, you could do worse.

Based on Matt Bondurant's fact-based novel *The Wettest County in the World*, *Lawless* is a Prohibition crime drama about three brawling, bootlegging brothers in Franklin County, Virginia. Forrest (the amazing Hardy) is the stoic leader of this mountain bunch, his heart warmed by a reformed hooker, Maggie (Chastain, sublime). Brother Howard (Jason Clarke) is quicker to fly off the handle. And Jack (Shia LaBeouf) is the kid who needs seasoning. Jack has a mad crush on Bertha (Mia Wasikowska), the preacher's daughter, but bloodshed makes him woozy.

Jack toughens up fast when the bad guys arrive, including Chicago mobster Floyd Banner (a bang-up Gary Oldman) and Special Deputy Charlie Rakes (Guy Pearce, slime personified and best in this show). Much violence ensues, with Hillcoat staging the shootouts in high style with the invaluable aid of that poet of cinematography Benoit Delhomme. *Lawless* is a solid outlaw adventure, but you can feel it straining for a greatness that stays out of reach. There's even a prologue and an epilogue, arty tropes signifying an attempt to make a *Godfather*-style epic out of these moonshine wars. Not happening.

Premium Rush

Joseph Gordon-Levitt

Directed by David Koepp

★★

THE BIKE MESSENGER AS ACTION HERO: Hollywood has been trying to pull off that trick since 1986's *Quicksilver* with Kevin Bacon and continuing into last year's *30 Minutes or Less* with Jesse Eisenberg in the

bike seat. Didn't work then, and it's not working now. Still, you have to hand it to *Premium Rush*, which has the kinetic whoosh to keep you spinning. A game-for-anything Joseph Gordon-Levitt stars as Wilee, the top daredevil among New York's bike messengers. Hell, his bike has no brakes. And writer-director David Koepp sets us up for a rush in real time as Wilee makes a run from uptown to Chinatown to deliver a life-

or-death ticket (don't ask). Wilee hits every obstacle, especially a cartoonish, crooked cop (Michael Shannon, going way over-the-top). *Premium Rush* features fearless stunt work that shames most computer trickery. Too bad I didn't believe a minute of it.

Bachelorette

Kirsten Dunst, Isla Fisher, Lizzy Caplan, Rebel Wilson

Directed by Leslye Headland

★★½

AUDIENCES GEARING UP FOR something sweet like *Bridesmaids* need to adjust. *Bachelorette*, directed by Leslye Headland, who adapted her play for the screen, shows no mercy in mixing mirth and malice. The bridesmaids in this comedy—control-freak Regan (Kirsten Dunst), acid-tongued Gena (Lizzy Caplan) and cokehead Katie (Isla Fisher)—are hardly overjoyed



BRIDESMAIDS
Fisher,
Caplan,
Dunst
(from left)

to play handmaidens to Becky (Rebel Wilson), the overweight girl they used to call "Pig Face" in high school. To rub salt further into the wounds of these singletons, Becky is marrying one of New York's hottest and richest bachelors. Yes, there are guys in this movie, but the ladies seize control from the start. Dunst, Caplan and Fisher make a delicious trio as they stir up a bitches' brew of revenge against poor Becky. Headland can write zingers that would make the cruelest bridezilla blush. And Caplan's treatise on the art of the blow job is time-capsule worthy. Sadly, *Bachelorette* is a comic cocktail that goes heavy on the bitters. That's no way to end a wedding.

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CHARTS

ITUNES TOP 10 SONGS

- Taylor Swift**
"We Are Never Ever Getting Back Together" *Big Machine*
- Flo Rida**
"Whistle" *Poe Boy/Atlantic*
- fun.**
"Some Nights" *Fueled by Ramen*
- Maroon 5**
"One More Night" *A&M/Octone*
- Phillip Phillips**
"Home" *19/Interscope*
- Justin Bieber**
"As Long as You Love Me" *RBMG/Schoolboy/Island*
- Carly Rae Jepsen**
"Call Me Maybe" *Schoolboy/Interscope*
- Owl City and Carly Rae Jepsen**
"Good Time" *Republic/Interscope*
- Cher Lloyd**
"Want U Back" *Syco/Epic*
- Mumford & Sons**
"I Will Wait" *Glassnote*

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Gossamer Columbia
- Jeff the Brotherhood**
Hypnotic Nights Warner Bros.
- Purity Ring**
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- Dirty Projectors**
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Undersea Anti
- Fang Island**
Major Sargent House
- Antibalas**
Antibalas Daptone
- Dead Can Dance**
Anastasis PIAS
- Fergus and Geronimo**
Funky Was the State of Affairs Hardly Art
- Icky Blossoms**
Icky Blossoms Saddle Creek

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From the Vault RS 508, September 10th, 1987

TOP 10 SINGLES

- Los Lobos**
"La Bamba" *Slosh*
- Michael Jackson With Siedah Garrett**
"I Just Can't Stop Loving You" *Epic*
- Whitney Houston**
"Didn't We Almost Have It All" *Arista*
- Whitesnake**
"Here I Go Again" *Geffen*
- Debbie Gibson**
"Only in My Dreams" *Atlantic*
- Dan Hill With Vonda Shepard**
"Can't We Try" *Columbia*
- Huey Lewis and the News**
"Doing It All for My Baby" *Chrysalis*
- ABC**
"When Smokey Sings" *Mercury*
- Madonna**
"Who's That Girl?" *Sire*
- Bananarama**
"I Heard a Rumour" *London*



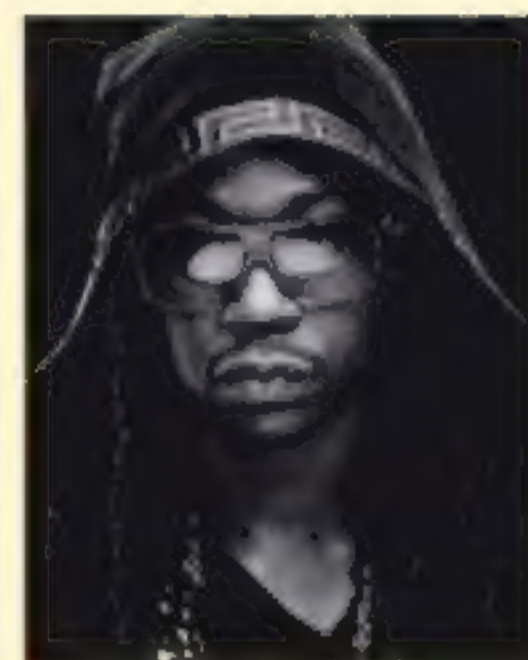
On the Cover

"For the most part, men have always been the aggressors, sexually. Through time, they've always been in control. So I think sex is equated with power, and that's scary in a way. It's scary for men that women would have that power, or to have that power and be sexy at the same time." —Madonna

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Top 40 Albums

- 2 Chainz**
Based on a T.R.U. Story *Duffie Bag Boyz/Def Jam*
- Now 43**
Various Artists *Universal/EMI/Sony Music*
- Rick Ross**
God Forgives, I Don't *Maybach/Slip-N-Slide/Def Jam*
- Insane Clown Posse**
Mighty Death Pop *Psychopathic*
- Maroon 5**
Overexposed *A&M/Octone*
- Justin Bieber**
Believe *RBMG/Schoolboy/Island*
- One Direction**
Up All Night *Syco/Columbia*
- Adele**
21 *XL/Columbia*
- Zac Brown Band**
Uncaged *Roar/Southern Ground/Atlantic*
- Yellowcard**
Southern Air *Hopeless*
- Kidz Bop Kids**
Kidz Bop 22 *Rator & Tie*
- fun.**
Some Nights *Fueled by Ramen*
- Slightly Stoopid**
Top of the World *Stoopid*
- Tamela Mann**
Best Days *Tillymann*
- In This Moment**
Blood *Century Media*
- The Lumineers**
The Lumineers *Dualtone*
- Carrie Underwood**
Blown Away *19/Arista Nashville*
- Bob Marley and the Wailers**
Legend: Best of Bob Marley and the Wailers *Tuff Gong/Island*
- Luke Bryan**
Tailgates & Tanlines *Capitol Nashville*
- Colt Ford**
Declaration of Independence *Average Joes*
- Sparkle**
Soundtrack *RCA*
- Elle Varner**
Perfectly Imperfect *MBK*
- Nas**
Life Is Good *Def Jam*
- Lionel Richie**
Tuskegee *Mercury Nashville*
- Linkin Park**
Living Things *Machine Shop*
- Of Monsters and Men**
My Head Is an Animal *Universal Republic*
- Nicki Minaj**
Pink Friday: Roman Reloaded *Young Money/Cash Money*
- Mumford & Sons**
Sigh No More *Glassnote*
- Kenny Chesney**
Welcome to the Fishbowl *Blue Chair/Columbia (Nashville)*
- Katy Perry**
Teenage Dream *Parlophone/Capitol*
- Eric Church**
Chief *EMI Nashville*
- Israel and New Breed**
Jesus at the Center: Live Integrity
- Frank Ocean**
Channel Orange *Odd Future/Def Jam*
- Chris Brown**
Fortune *RCA*
- Kelly Clarkson**
Stronger *19*
- Kottonmouth Kings**
Mile High *Suburban Noize*
- Usher**
Looking 4 Myself *RCA*
- Drake**
Take Care *Young Money/Cash Money*
- Ed Sheeran**
+ *Elektra*
- Blackberry Smoke**
The Whippoorwill *Southern Ground*



Breaking the Chainz

Georgia MC 2 Chainz - formerly Ludacris' sidekick Tity Boi - sold 147,000 copies of his debut LP (featuring Drake and Kanye West) during its first week on shelves.



Juggalo Nation

Twenty years into their careers, Insane Clown Posse are as popular as ever. In the run-up to their annual Gathering, the clown crew's 12th album sold 41,000 copies.



The Legend Lives

It's back-to-school time, and every college freshman needs Marley's *Legend*. It shot up 123 percent this week, partially due to prominent placement at Starbucks.



Monsters of Folk

There's a new Mumford in town! Icelandic indie-folk six-piece Of Monsters and Men have watched their debut LP rise all year. It's sold 317,240 copies so far.

00 Chart position on August 22nd, 2012
00 Chart position on August 15th, 2012
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